



## RIVERSTONE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200510666D)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Riverstone Holdings Limited (the "Company") will be held by way of electronic means on Monday, 25 April 2022 at 2.00 p.m. for the purpose of transacting the following businesses:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' Statement and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Wong Teek Son who is retiring by rotation pursuant to Regulation 93 of the Constitution of the Company. [See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr Raymond Fam Chye Soon who is retiring by rotation pursuant to Regulation 93 of the Constitution of the Company. [See Explanatory Note (ii)] **(Resolution 3)**
4. To approve a final tax exempt (one-tier) dividend of 28.00 sen (RM) per ordinary share for the financial year ended 31 December 2021. **(Resolution 4)**
5. To approve the payment of the Directors' fees of SGD221,000.00 or approximately RM680,680.00 (based on the rate of exchange of SGD1: RM3.08) for the financial year ending 31 December 2022 to be paid on a quarterly basis (2021: SGD232,000.00 or RM715,441.00 based on the exchange rate of SGD1: RM3.0838) **(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 6)**
7. 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 as Ordinary Resolution, with or without modifications:

8. Authority to issue shares **(Resolution 7)**

"THAT, pursuant to Section 161 of the Companies Act 1967 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") 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 members 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  
Company Secretary  
Singapore, 2 April 2022

#### Explanatory Notes:

- (i) The detailed information relating to Mr Wong Teek Son as required under Rule 720(6) of the Listing Manual of the SGX-ST is set out under "Disclosure of Information on Director seeking re-election" of the Company's Annual Report. Mr Wong Teek Son will, upon re-election as a Director, remain as the Executive Chairman and Chief Executive Officer and Member of the Nominating Committee.
- (ii) The detailed information relating to Mr Raymond Fam Chye Soon as required under Rule 720(6) of the Listing Manual of the SGX-ST is set out under "Disclosure of Information on Director seeking re-election" of the Company's Annual Report. Mr Raymond Fam Chye Soon will, upon re-election as a Director, remain as Independent Non-Executive Director, Chairman of Remuneration Committee and Member of the Audit Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iii) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the above Meeting until (i) the conclusion of the next Annual General Meeting of the Company; or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, or (iii) the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, 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). For issues of shares other than on a pro-rata basis to all members, 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. 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:

- i. The Annual General Meeting of the Company ("AGM") is being convened, and will be held, by way of 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. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- ii. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by members can participate at the AGM by observing and/or listening to the proceedings of the AGM through either live audio-visual webcast or live audio-only stream ("electronic means"), submission of questions in advance of the AGM, addressing of substantial and relevant questions, are set out in the Company's announcement released on 1 April 2022 (the "Announcement"), which has been uploaded together with this Notice of AGM on the SGXNet on the same day. The Announcement may also be accessed on the Company's website [www.riverstone.com.my](http://www.riverstone.com.my). For the avoidance of doubt, the aforesaid section forms part of this Notice of AGM.
- iii. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the AGM in person. A member of the Company (whether individual or corporate and including a Relevant Intermediary\*) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary\*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
- iv. The Chairman of the AGM, as proxy, need not be a member of the Company.
- v. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:
  - (a) be deposited at the Company's registered office at 80 Robinson Road, #02-00 Singapore 068898; or
  - (b) send electronic mail to [proxy2022@riverstone.com.my](mailto:proxy2022@riverstone.com.my) enclosing signed PDF copy of the Proxy Form;
not less than forty-eight (48) hours before the time appointed for the AGM.
- vi. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- vii. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investors") who wishes to exercise his/her votes at the AGM by appointing the Chairman of the Meeting as proxy should approach his/her respective agent bank or SRS Approved Bank to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) 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) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### RECORD DATE

Subject to members' approval to the proposed final dividend at the Annual General Meeting, the Share Transfer Books and Register of Members of the Company will be closed on 6 May 2022 for the preparation of dividend warrants for the proposed final tax exempt (one-tier) of 28.00 sen (RM) per ordinary share for the financial year ended 31 December 2021 (the "Proposed Final Dividend").

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. of 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 up to 5.00 p.m. on 5 May 2022 (the "Record Date") will be registered to determine members' entitlements to the Proposed Final Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on the Record Date will be entitled to the Proposed Final Dividend.

Payment of the Proposed Final Dividend, if approved by the members at the Annual General Meeting, will be made on 19 May 2022.

#### 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, and/or (b) by registering to attend the AGM via electronic means, and/or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, 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 following purposes:

- (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 (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.