

**RIVERSTONE HOLDINGS LIMITED**

(the "Company")

(Company Registration Number: 200510666D)

(Incorporated in the Republic of Singapore on 3 August 2005)

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**THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 61,900,000 WARRANTS (THE "WARRANTS"), AT AN ISSUE PRICE OF S\$0.02 FOR EACH WARRANT, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY (THE "NEW SHARE") AT AN EXERCISE PRICE OF S\$0.31 FOR EACH NEW SHARE, ON THE BASIS OF ONE (1) WARRANT FOR EVERY FIVE (5) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "SHARES") HELD BY SHAREHOLDERS OF THE COMPANY (THE "SHAREHOLDERS") AS AT THE BOOKS CLOSURE DATE TO BE DETERMINED, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "WARRANTS ISSUE")**

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*Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the announcement made by the Company on 19 May 2010 (the "Initial Announcement").*

**APPROVAL IN-PRINCIPLE FOR THE LISTING OF AND QUOTATION FOR THE WARRANTS**

Further to the Initial Announcement, the Board is pleased to announce that in-principle approval has been obtained from the Singapore Exchange Securities Trading Limited (the "SGX-ST") today for the listing of and quotation for up to 61,900,000 Warrants and up to 61,900,000 New Shares to be issued pursuant to the exercise of the Warrants on the Main Board of the SGX-ST.

The in-principle approval of the SGX-ST is subject to the following conditions:-

- (a) compliance with the SGX-ST's listing requirements;
- (b) a written confirmation from the Company that the terms of the Warrants Issue do not permit revision of the exercise price/ratio in any form, other than in compliance with Rule 829(1) of the Listing Manual; and
- (c) a written undertaking from the Company that Rules 820 and Rule 831 of the Listing Manual will be complied with.

The Company will make a further announcement in due course on the notice of books closure date for the determination of the provisional allotments of Warrants of Entitled Shareholders under the Warrants Issue.

The SGX-ST's in-principle approval is not an indication of the merits of the Company, its subsidiaries, the Shares, the Warrants Issue, the Warrants and the New Shares.

The Offer Information Statement will be lodged with the MAS and dispatched to Entitled Shareholders in due course.

By Order of the Board

Wong Teek Son  
Executive Chairman and Chief Executive Officer  
2 June 2010

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