



**NOTICE OF EXPIRY OF WARRANTS**

**TO: ALL HOLDERS OF THE WARRANTS TO SUBSCRIBE FOR NEW ORDINARY SHARES IN RIVERSTONE HOLDINGS LIMITED (THE "COMPANY")**

**THIS NOTICE IS IMPORTANT WHICH REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. Holders of the Warrants (the "Warranholders") who have sold their Warrants should immediately upon receipt of a copy of this Notice, send it to the purchaser or to the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

In this Notice, the term "Warrants" refer to all warrants issued by the Company, the terms of which are constituted in the deed poll ("Deed Poll") executed by the Company on 28 June 2010.

**EXPIRY OF WARRANTS ON FRIDAY, 2 AUGUST 2013 AT 5.00 P.M.**

Warranholders are reminded that in accordance with the terms and conditions of the Warrants, the rights to subscribe for new ordinary shares in the capital of the Company (the "New Shares") comprised in the Warrants will expire at **5.00 p.m. on Friday, 2 August 2013** after which time, any subscription rights comprised in the Warrants which have not been exercised will lapse and the Warrants will cease to be valid for any purpose whatsoever.

**EXERCISE PRICE**

The exercise price of the Warrants is S\$0.31 for each New Share (the "Exercise Price").

**PROCEDURE OF EXERCISE OF WARRANTS**

Warranholders who wish to exercise their subscription rights must do so in accordance with the terms and conditions of the Warrants. In order to exercise the Warrants, a Warranholder must complete and sign the exercise notice relating to the Warrants in the prescribed form (the "Exercise Notice"). A copy of the Exercise Notice is available from the Warrant Agent, Boardroom Corporate & Advisory Services Pte. Ltd. ("Warrant Agent"). The address, telephone number and business hours of the Warrant Agent are as follows:

Boardroom Corporate & Advisory Services Pte. Ltd.  
50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623  
Telephone number: +65 6536 5355  
Business Hours: 8.30 a.m. to 5.30 p.m. from Mondays to Fridays

The completed Exercise Notice must be delivered to the Warrant Agent not later than **5.00 p.m. on Friday, 2 August 2013** accompanied by the following:-

- (a) lodge the relevant Warrant Certificate registered in the name of the exercising Warranholder or CDP (as the case may be) for exercise at the office of the Warrant Agent together with the Exercise Notice (copies of which may be obtained from the Warrant Agent) in respect of the Warrants represented thereby, duly completed and signed by or on behalf of the exercising Warranholder and duly stamped in accordance with any law for the time being in force relating to stamp duty provided always that the Warrant Agent may dispense with or defer the production of the relevant Warrant Certificate where such Warrant Certificate is registered in the name of CDP;
- (b) furnish such evidence (if any) as the Warrant Agent may require to determine or verify the due execution of the Exercise Notice by or on behalf of the exercising Warranholder (including every joint Warranholder, if any) or otherwise to ensure the due exercise of the Warrants;
- (c) pay the Exercise Price at the office of the Warrant Agent by way of:
  - (i) remittance in Singapore currency by banker's draft or cashier's order drawn on a bank in Singapore made payable to "RIVERSTONE HOLDINGS LIMITED" for the full amount of the moneys payable in respect of the Warrants exercised; or
  - (ii) debiting the CPF Investment Account with the CPF Approved Bank as specified in the Exercise Notice; or
  - (iii) partly in the form of remittance and/or partly debiting the CPF Investment Account with the CPF Approved Bank as specified in the Exercise Notice.

provided always that any payment shall be made free of any foreign exchange commissions, remittance charges or other deductions and shall be accompanied by a payment advice containing (a) the name of the exercising Warranholder, (b) the number of Warrants exercised and (c) if the relevant Warrant Certificate is registered in the name of a person other than CDP, the certificate number(s) of the Warrant Certificate(s) in respect of the Warrant(s) being exercised or, where the Warrant Certificates are registered in the name of CDP, the Securities Account number(s) of the exercising Warranholder which is to be debited with the Warrants being exercised. In each case, compliance must also be made with any exchange control or other statutory requirements for the time being applicable.

- (d) pay any deposit or other fees or expenses for the time being chargeable by and payable to CDP (if any) and any stamp, issue, registration or other similar taxes or duties arising on the exercise of relevant Warrant as the Warrant Agent may require; and
- (e) if applicable, pay any fees for certificates for the New Shares to be issued, submit any necessary documents required in order to effect, and pay the expenses of the registration of the New Shares in the name of the exercising Warranholder or CDP (as the case may be) and the delivery of certificates for the New Shares to the place specified by the exercising Warranholder in the Exercise Notice or to CDP (as case may be).

As the Warrants are registered in the name of CDP, Warranholder should note that the exercise of their Warrants is conditional upon:

- (a) that number of Warrants so exercised being credited to the "Free Balance" of the Securities Account of the exercising Warranholder and remaining so credited until the relevant Exercise Date; and
- (b) the relevant Exercise Notice specifying that the New Shares to be issued on exercise of the Warrants are to be credited to the Securities Account of the exercising Warranholder; or
- (c) in the case where funds standing to the credit of CPF Investment Account are to be used for payment of the Exercise Price arising from the exercise of each Warrant, by crediting such Shares to the Securities Account of the nominee company of the CPF Approved Bank as specified in the Exercise Notice.

Any New Shares arising from such exercise of the Warrants shall rank pari passu in all respects with the then existing Shares of the Company, save for any dividends, rights, allocations or other distributions that may be declared or paid, the record date for which is before the relevant exercise date of the Warrants. "Record Date" in this context means, in relation to any dividends, rights, allocations or other distributions, the date at the close of business (or such other time as may have been notified by the Company) on which members must be registered in order to participate in such dividends, rights, allocations or other distributions.

**LAST DAY FOR TRADING IN WARRANTS**

The last day for trading in the Warrants on the Singapore Exchange Securities Trading Limited ("SGX-ST") will be 26 July 2013, and trading will cease with effect from 9.00 a.m. on 29 July 2013. The Warrants will then be delisted from the Official List of the SGX-ST with effect from 9.00 a.m. on 5 August 2013.

**AFTER THE CLOSE OF BUSINESS AT 5.00 P.M. ON FRIDAY, 2 AUGUST 2013, ANY SUBSCRIPTION RIGHTS UNDER THE WARRANTS WHICH HAVE NOT BEEN EXERCISED AS AFORESAID WILL LAPSE AND EVERY WARRANT WILL THEREAFTER CEASE TO BE VALID FOR ANY PURPOSE WHATSOEVER.**

By Order of the Board

Wong Teek Son  
Executive Chairman and Chief Executive Officer

28 June 2013