



RIVERSTONE HOLDINGS LIMITED
(Company Registration Number 200510666D)
(Incorporated in the Republic of Singapore)

PROPOSED BONUS ISSUE

1. INTRODUCTION

The board of directors (the “**Directors**”) of Riverstone Holdings Limited (the “**Company**”) is pleased to announce that the Company is proposing a bonus issue (the “**Proposed Bonus Issue**”) of 371,226,025 new ordinary shares in the capital of the Company (the “**Bonus Shares**”), on the basis of one (1) Bonus Share to be credited as fully paid for every one (1) existing ordinary share in the capital of the Company (the “**Shares**”) held by shareholders of the Company (the “**Shareholders**”) as at the books closure date (“**Books Closure Date**”) to be determined by the Directors for the purpose of determining the entitlement of shareholders, fractional entitlements to be disregarded.

2. TERMS OF THE PROPOSED BONUS ISSUE

- 2.1 Based on the issued and paid up share capital of the Company comprising 371,226,025 Shares (including treasury shares) as at the date of this announcement, 371,226,025 Bonus Shares will be issued pursuant to the Proposed Bonus Issue (assuming there is no change in the number of issued Shares from the date of this announcement up to the Books Closure Date). The actual number of Bonus Shares to be issued by the Company will depend on the total issued share capital of the Company as at the Books Closure Date. Fractional entitlements will be disregarded and will not be allotted to Shareholders but will be aggregated and disposed of or dealt with in such manner as the Directors in their absolute discretion deem fit for the benefit of the Company.
- 2.2 The Bonus Shares will be issued to shareholders of the Company whose names appear in the Register of Members or who have shares entered against their names in the Depository Register as at the Books Closure Date. Notice of the Books Closure Date of the Register of Members and the Share Transfer Books of the Company will be given at a later date, after necessary approval has been obtained from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).
- 2.3 The Bonus Shares will be allotted and issued as fully paid at nil consideration to entitled shareholders of the Company without capitalisation of the Company’s reserves. The Bonus Shares, when allotted and issued, will rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company and with each other, except that the Bonus Shares will not be entitled to any dividends, rights, allotments or other distributions, the record date of which falls on a date before the date on which the Bonus Shares are allotted and issued.

3. RATIONALE FOR THE PROPOSED BONUS ISSUE

The Company is considering the Proposed Bonus Issue to increase the issued share capital base of the Company and to reward and give due recognition to shareholders for their loyalty and continuing support for the Company. The Proposed Bonus Issue, if carried out, will also potentially increase the accessibility of investing in the Company to more investors, thereby encouraging trading liquidity and greater participation by investors and broadening the shareholder base of the Company.

4. ADJUSTMENTS TO SHARE AWARDS

There are currently no outstanding share awards under the Riverstone Performance Share Plan. The Company will make necessary adjustments with respect to the share awards (if any) granted under the Riverstone Performance Share Plan, to take into account the Proposed Bonus Issue in accordance with the rules of the Riverstone Performance Share Plan.

5. APPROVALS

5.1 The Proposed Bonus Issue is subject to, *inter alia*, the following:

- (i) the approval of Shareholders by way of an ordinary resolution at an extraordinary general meeting (the “**EGM**”) to be convened; and
- (ii) the approval of the SGX-ST for the listing and quotation of the Bonus Shares on the Official List of the SGX-ST.

5.2 A circular setting out details of the Proposed Bonus Issue and the notice convening the EGM will be despatched to Shareholders in due course. The Company will also be making an application to the SGX-ST for the listing and quotation of the Bonus Shares on the Official List of the SGX-ST in due course.

6. BOOKS CLOSURE DATE

The Bonus Shares will be issued to the Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited, as the case may be, as at the Books Closure Date to be determined by the Directors for the purpose of determining the entitlements of the Shareholders. Notice of the Books Closure Date will be given at a later date, after the necessary approvals have been obtained.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Bonus Issue other than through their respective shareholdings in the Company.

8. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Bonus Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the announcement in its proper form and context.

9. CAUTIONARY STATEMENT

Shareholders and potential investors should note that the Proposed Bonus Issue is subject to, inter alia, the necessary approvals being obtained by the Company, and are therefore advised to exercise caution when dealing or trading in the Shares. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Wong Teek Son
Executive Chairman/Chief Executive Officer

5 November 2015