

RIVERSTONE HOLDINGS LIMITED

(Incorporated in Singapore)
("Company")
(Company Registration No. 200510666D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Casuarina Suite B, Raffles Hotel, 1 Beach Road, Singapore 189673 on Thursday, 26 April 2007 at 2.00 p.m. for the following purposes:

Ordinary Business

- To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 December 2006 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final tax exempt (1-tier) dividend of 2.58 sen (RM) per ordinary share for the financial year ended 31 December 2006. **(Resolution 2)**
- To re-elect the following directors retiring pursuant to Articles 93 and 99 of the Articles of Association of the Company respectively:
Mr. Lee Wai Keong [Article 93] **(Resolution 3)**
Mr. Wong Teck Choon [Article 99] **(Resolution 4)**
Mr. Low Weng Keong [Article 99] **(Resolution 5)**
Mr. Hong Chin Fock [Article 99] **(Resolution 6)**
Mr. Albert Ho Shing Tung [Article 99] **(Resolution 7)**
Mr. Low Weng Keong will, upon re-election as a director of the Company, remain as the chairman of the Audit Committee and Nominating Committee and a member of the Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
Mr. Hong Chin Fock will, upon re-election as a director of the Company, remain as the chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
Mr. Albert Ho Shing Tung will, upon re-election as a director of the Company, remain as a member of the Audit Committee and Remuneration Committee.
- To approve the payment of directors' fees of RM221,300 (approximately SGD95,834 based on the rate of exchange of SGD1 : RM2.3092) for the financial year ended 31 December 2006. **(Resolution 8)**
- To approve the directors' fees of RM369,472 (approximately SGD160,000 based on the rate of exchange of SGD1 : RM2.3092) for the financial year ending 31 December 2007 to be paid on a quarterly basis. **(Resolution 9)**
- To re-appoint Messrs Ernst & Young as the Company's auditors and to authorise the directors to fix their remuneration. **(Resolution 10)**
- 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:
- Authority to allot and issue shares up to fifty per cent. (50%) of issued capital of the Company – Ordinary Resolution
That, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual"), authority be and is hereby given to the directors to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the directors shall in their absolute discretion deem fit, provided that the aggregate number of shares (including any shares to be issued pursuant to the terms of the convertible securities issued, made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the issued share capital of the Company at the time of the passing of this Resolution of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to the then existing shareholders of the Company shall not exceed twenty per cent. (20%) of the issued share capital of the Company and that such authority shall, unless revoked or varied by the Company in general meeting, continue in full force (i) 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 earlier or (ii) except in the case of shares to be issued pursuant to the terms of the convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities.
For the purposes of this Resolution, the percentage of issued share capital is based on the issued share capital of the Company at the time this Resolution is passed after adjusting for:-
(i) new shares arising from the conversion or exercise of convertible securities;
(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual; and
(iii) any subsequent consolidation or subdivision of shares. **[See Explanatory Note (i)] (Resolution 11)**
 - Authority to grant options and issue shares under the Riverstone Performance Share Plan – Ordinary Resolution
That pursuant to Section 161 of the Companies Act, Cap. 50, the directors of the Company be and are hereby authorised to offer and grant options in accordance with the Riverstone Performance Share Plan (the "Plan") and to issue such shares as may be required to be issued pursuant to the exercise of the options granted under the Plan provided always that the aggregate number of shares to be issued pursuant to the Plan shall not exceed fifteen per cent. (15%) of the issued share capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, shall continue in full 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 earlier. **[See Explanatory Note (ii)] (Resolution 12)**
 - Renewal of Shareholders' Mandate for Interested Person Transactions – Ordinary Resolution
That:-
a) Approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), for the Company, its subsidiaries and its associated companies ("Group"), or any of them, to enter into any of the transactions falling within the categories of Interested Person Transactions as set out in pages 131 to 135 (inclusive) of the Company's Prospectus dated 10 November 2006 (the "Prospectus"), with the interested persons described in the Prospectus provided that such transactions are carried out, in the normal course of business, at arm's length and on normal commercial terms, and will not be prejudicial to the interest of the Company and its minority shareholders, and that such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
b) The directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to this Resolution. **[See Explanatory Note (iii)] (Resolution 13)**

By Order of the Board

Lim Chee Ying
Tan Ping Ping
Company Secretaries
Singapore, 11 April 2007

Explanatory Notes:

- The Ordinary Resolution 11 proposed in item 8 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 terms of the convertible securities) which the directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the issued share capital of the Company. For issues of shares other than on a pro rata basis to the then existing shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of the issued share capital 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 the terms of any convertible securities issued under this authority.
- The Ordinary Resolution 12 proposed in item 9 above, if passed, will empower the directors of the Company, to grant options and to allot and issue shares upon the exercise of such options in accordance with the Riverstone Performance Share Plan.
- The Ordinary Resolution 13 proposed in item 10 above, if passed, will renew the Interested Person Transactions Mandate ("IPT Mandate") to facilitate the Company, its subsidiaries and its associated companies ("Group") to enter into Interested Person Transactions with persons who are considered "interested persons" (as defined in Chapter 9 of the Listing Manual of the SGX-ST).

Notes:

- 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.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 8 Cross Street #11-00 PWC Building Singapore 048424 not less than forty-eight (48) hours before the time for holding the Annual General Meeting.

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Register and Register of Members of the Company will be closed on 15 May 2007 for the preparation of dividend warrants. Duly completed registrable transfers received, up to the close of business at 5.00p.m. on 14 May 2007, by the Company's Share Registrar, Lim Associate (Pte) Ltd at 3 Church Street #08-01, Samsung Hub Singapore 049483, will be registered to determine members' entitlements to the proposed dividend.

Members whose shares are deposited with the Central Depository (Pte) Limited ("CDP"), whose securities accounts with the CDP are credited with the Company's ordinary shares as at 5.00p.m. on 14 May 2007 will be entitled to the proposed dividend.

Payment of the proposed dividend, if approved by the members at Annual General Meeting to be held on 26 April 2007, will be made on 1 June 2007.

By Order of the Board

Lim Chee Ying
Tan Ping Ping
Company Secretaries
Singapore, 11 April 2007