



Rimbunan Sawit

RIMBUNAN SAWIT BERHAD

(Company No. : 691393-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Rimbunan Sawit Berhad ("RSB" or "Company") will be held at the Auditorium Room, Ground Floor, No. 66-78, Pusat Suria Permata, Jalan Upper Lanang 12A, 96000 Sibul, Sarawak on Friday, 11 September 2009 at 10.30 a.m, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY RSB OF 200,000 ORDINARY SHARES OF RM1.00 EACH IN LUMIERA ENTERPRISE SDN BHD ("LUMIERA"), REPRESENTING 100% OF ITS TOTAL ISSUED AND PAID-UP SHARE CAPITAL FROM TECK SING LIK ENTERPRISE SDN BHD ("TSL"), PERTUMBUHAN ABADI ASIA SDN BHD ("PAA") AND KENDAIE OIL PALM PLANTATION SDN BHD ("KENDAIE") FOR A CASH CONSIDERATION OF RM31,018,000 ("PROPOSED LUMIERA ACQUISITION")

"THAT, subject to the approvals of the relevant authorities being obtained, approval be and is hereby given to the Company to acquire 200,000 ordinary shares of RM1.00 each in Lumiera representing 100% of its issued and paid-up share capital from TSL, PAA and Kendaie ("**Vendors**") for a cash consideration of RM31,018,000, subject to the terms and conditions of the conditional sale and purchase agreement for shares dated 31 July 2009 entered into between RSB and the Vendors ("**SPA**") AND THAT the SPA be and is hereby approved, ratified and confirmed AND FURTHER THAT the Directors of RSB be and are hereby authorised to take all steps and do all such acts and matters as they may consider necessary or expedient to give effect to the Proposed Lumiera Acquisition with full power to give all notices, directions, consents and authorisations in respect of any matter arising under or in connection with the SPA, to assent to any conditions, modifications, variations and/or amendments of the SPA in any manner (including assenting to any revision to the purchase price in accordance with the terms of the SPA) and to do all such things as they may consider necessary or expedient in the best interests of the Company."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY RSB OF 10,200 ORDINARY SHARES OF RM1.00 EACH IN WOODIJAYA SDN BHD ("WOODIJAYA"), REPRESENTING 85% OF ITS TOTAL ISSUED AND PAID-UP SHARE CAPITAL FROM TUMBUH TIASA ENTERPRISES SDN BHD ("TUMBUH TIASA") FOR A CASH CONSIDERATION OF RM27,576,000 ("PROPOSED WOODIJAYA ACQUISITION")

"THAT, subject to the approvals of the relevant authorities being obtained, approval be and is hereby given to the Company to acquire 10,200 ordinary shares of RM1.00 each in Woodijaya representing 85% of its issued and paid-up share capital from Tumbuh Tiasa for a cash consideration of RM27,576,000, subject to the terms and conditions of the conditional sale and purchase agreement for shares dated 31 July 2009 entered into between RSB and Tumbuh Tiasa ("**SPA**") AND THAT the SPA be and is hereby approved, ratified and confirmed AND FURTHER THAT the Directors of RSB be and are hereby authorised to take all steps and do all such acts and matters as they may consider necessary or expedient to give effect to the Proposed Woodijaya Acquisition with full power to give all notices, directions, consents and authorisations in respect of any matter arising under or in connection with the SPA, to assent to any conditions, modifications, variations and/or amendments of the SPA in any manner (including assenting to any revision to the purchase price in accordance with the terms of the SPA) and to do all such things as they may consider necessary or expedient in the best interests of the Company."

By Order of the Board

Voon Jan Moi (MAICSA 7021367)

Toh Ka Soon (MAICSA 7031153)

Joint Company Secretaries

Sibu

25 August 2009

Notes:-

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. To be valid, the form of proxy, duly completed must be deposited at the registered office of the Company at No. 85 & 86, Pusat Suria Permata, Jalan Upper Lanang 12A, 96000 Sibul, Sarawak, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.