



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Third Annual General Meeting of the Company will be held at the Auditorium Room, Ground Floor, No. 66-78, Pusat Suria Permata, Jalan Upper Lanang, C.D.T. 123, 96000 Sibul, Sarawak on Friday, 25 January 2008 at 11.30 am to transact the following businesses :-

**A G E N D A**

- To receive the Audited Financial Statements of the Company for the financial year ended 31 August 2007 together with the Reports of the Directors and Auditors thereon.
- To declare a first and final dividend of 5.0 sen per share, less 27% corporate tax, for the financial year ended 31 August 2007. **Resolution 1**
- To approve the payment of directors' fees for the financial year ended 31 August 2007. **Resolution 2**
- To approve the increase of directors' fees for the financial year ending 31 August 2008. **Resolution 3**
- To re-elect the following Directors retiring pursuant to Article 81 of the Company's Articles of Association, and being eligible offer themselves for re-election :-
  - Mr. Tiong Kiong King; and **Resolution 4**
  - Mr. Tiong Chiong Ong. **Resolution 5**
- To consider and if thought fit, to pass the following resolution :-  
"THAT pursuant to Section 129(6) of the Companies Act, 1965, YBhg. Tan Sri Datuk Diong Hiew King @ Tiong Hiew King be hereby re-appointed as a director of the Company to hold office until the conclusion of the next annual general meeting." **Resolution 6**
- To re-appoint Messrs. Hii & Lee as auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**
- As special businesses :-  
To consider and, if thought fit, pass the following resolutions as ordinary and special resolutions :-

**Ordinary Resolution No. 1**

**Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the Company's Articles of Association and approvals of the relevant authorities, the Directors be hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be hereby empowered to obtain approval for the listing and quotation of the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

**Ordinary Resolution No. 2**

**Proposed renewal of and new shareholders' mandates for recurrent related party transactions of a revenue or trading nature ("Shareholders' Mandates")**

"THAT approval be hereby given to the Company and/or its subsidiaries ("RSB Group") to enter into any of the category of recurrent related party transactions of a revenue or trading nature as outlined in point 3(b) (pages 3 to 11) of the Circular to Shareholders dated 3 January 2008 ("Circular"), with the specific related parties mentioned therein which are necessary for the RSB Group's day-to-day operations subject further to the following :-

- the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and not to the detriment of the minority shareholders; and
- disclosure is made in the annual report a breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' Mandates during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 2.1 of the Practice Note 12/2001, and amongst others, based on the following information :-
  - the type of the recurrent transactions made; and
  - the names of the related parties involved in each type of the recurrent transactions made and their relationship with the Company.

AND THAT such approval shall continue to be in force until :-

- the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of RSB subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the "Act") [but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act]; or
- revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the proposed renewal of and new Shareholders' Mandates.

AND THAT the estimated value given on the recurrent related party transactions specified in point 3(b) of the Circular being provisional in nature, the Directors of the Company be hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in point 3(e) of the Circular."

**Special Resolution No. 1**

**Proposed amendments to the Company's Articles of Association**

"THAT the proposed amendments to the Company's Articles of Association as set out in the Appendix A be hereby approved."

- To transact any other business of which, due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a first and final dividend of 5.0 sen per share, less 27% corporate tax, in respect of the financial year ended 31 August 2007, if approved at the forthcoming Third Annual General Meeting, will be paid on 19 March 2008 to Depositors whose names appear in the Record of Depositors on 21 February 2008.

A Depositor shall qualify for entitlement only in respect of :-

- shares transferred to the Depositor's securities account before 4.00 pm on 21 February 2008 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**By order of the Board**

Toh Ka Soon (MAICSA 7031153)

Voon Jan Moi (MAICSA 7021367)

Joint Company Secretaries

Date : 3 January 2008

Sibu

**Notes :-**

- 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.
- To be valid, the proxy form, 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.
- 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.
- 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.
- If the appointor is a corporation the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- Explanatory Notes on Special Businesses :-

**Ordinary Resolution in relation to Section 132D of the Companies Act, 1965**

The proposed resolution No. 8 in relation to authority to issue shares pursuant to Section 132D of the Companies Act, 1965, if passed, will empower the Directors to issue and allot shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interests of the Company. This authority unless revoked or varied at a general meeting will expire at the next annual general meeting. With this authority, the Company will be able to raise capital from the equity market in a shorter period of time and the costs to be incurred will also be lower as the need to convene an extraordinary general meeting will be dispensed with.

**Ordinary Resolution in relation to proposed renewal of and new Shareholders' Mandates**

Paragraph 10.09 of Bursa Malaysia Securities Listing Requirements states that with regard to related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations, the public listed company may seek a Shareholders' Mandates.

The proposed resolution No. 9, if passed, will authorise the Company and each of its subsidiaries to enter into RRP with the mandated related parties as identified in point 3(b) (pages 3 to 11) of the Circular, which are necessary for the RSB Group's day-to-day operations, provided that such transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and not to the detriment of the minority shareholders.

By obtaining the shareholders' mandates, the necessity to convene separate meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time and costs associated with the convening of such meetings without compromising on the corporate objectives of the RSB Group or adversely affecting the business opportunities available to the RSB Group.

Please refer to the Circular for further information.

**Special Resolution on the proposed amendments to the Company's Articles of Association**

The proposed resolution No. 10 in relation to the proposed amendments to the Company's Articles of Association is to be in line with the Bursa Malaysia Securities Listing Requirements. Please refer to the Appendix A for further information.