



Rimbunan Sawit

RIMBUNAN SAWIT BERHAD (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 Function Room, 1st Floor, No. 41-42, Pusat Suria Permata, Jalan Upper Lanang, 96000 Sibul, Sarawak on Monday, 22 August 2011 at 11.00 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Company's EGM to consider a separate proposal (which will be held at the same venue on the same day 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

THE PROPOSED ACQUISITION OF 601,735 ORDINARY SHARES OF RM1.00 EACH IN PJP PELITA BIAWAK PLANTATION SDN BHD ("BIAWAK"), REPRESENTING 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF BIAWAK, FROM LEMBAGA AMANAH KEBAJIKAN MASJID NEGERI SARAWAK ("LAKMNS") FOR A TOTAL PURCHASE CONSIDERATION OF RM12,700,326 TO BE SATISFIED IN CASH ("PROPOSED BIAWAK ACQUISITION")

"**THAT**, subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to acquire 601,735 ordinary share of RM1.00 each in Biawak, representing 15% of the issued and paid-up share capital of Biawak for a total cash consideration of RM12,700,326 in accordance with the terms and conditions of the conditional share sale agreement ("**SSA**") dated 19 January 2011; the supplementary SSA dated 10 June 2011 and any other supplements thereof that may be entered into in relation to the Proposed Biawak Acquisition;

AND THAT, the conditional SSA dated 19 January 2011 and the supplementary SSA dated 10 June 2011 relating to the Proposed Biawak Acquisition 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 Biawak Acquisition with full power to give all notices, directions, consents and authorisations in respect of any matter arising under or in connection with the aforesaid Proposed Biawak Acquisition and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Biawak Acquisition as may be required by the relevant regulatory authorities and to do all such things as they may consider necessary or expedient in the best interests of the Company."

ORDINARY RESOLUTION 2

THE PROPOSED DISPOSAL OF 1,680,000 ORDINARY SHARES OF RM1.00 EACH IN LUBUK TIARA SDN BHD ("LUBUK TIARA"), REPRESENTING 21% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF LUBUK TIARA TO LAKMNS FOR A TOTAL DISPOSAL CONSIDERATION OF RM13,100,723 TO BE SATISFIED IN CASH ("PROPOSED LUBUK TIARA DISPOSAL")

"**THAT**, subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to dispose of 1,680,000 ordinary share of RM1.00 each in Lubuk Tiara, representing 21% of the issued and paid-up share capital of Lubuk Tiara for a total cash consideration of RM13,100,723 in accordance with the terms and conditions of the conditional SSA dated 19 January 2011; the supplementary SSA dated 10 June 2011 and any other supplements thereof that may be entered into in relation to the Proposed Lubuk Tiara Disposal;

AND THAT, the conditional SSA dated 19 January 2011 and the supplementary SSA dated 10 June 2011 relating to the Proposed Lubuk Tiara Disposal 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 Lubuk Tiara Disposal with full power to give all notices, directions, consents and authorisations in respect of any matter arising under or in connection with the aforesaid Proposed Lubuk Tiara Disposal and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Lubuk Tiara Disposal as may be required by the relevant regulatory authorities 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
5 August 2011

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.