



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 10.30 a.m, for the purpose of considering and, if thought fit, passing with or without modification, the following resolution:-

ORDINARY RESOLUTION

THE PROPOSED ACQUISITION BY R.H. PLANTATION SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF RSB, OF A PARCEL OF LAND WITH OIL PALM PLANTATION SITUATED AT SUNGAI LUAI AND SUNGAI BAWAH, NIAH, SARAWAK MEASURING 4,857 HECTARES HELD UNDER LOT 56, SAWAI LAND DISTRICT ("SAWAI LAND") FROM SHEBA RESOURCES SDN BHD ("SHEBA RESOURCES") FOR A CASH PURCHASE PRICE OF RM118,000,000 AND THE ASSUMPTION OF THE ACCRUED INTEREST ARISING FROM THE OUTSTANDING LOAN (AS DEFINED IN THE CIRCULAR TO SHAREHOLDERS OF RSB DATED 5 AUGUST 2011 ("PROPOSED ACQUISITION"))

"**THAT**, subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to acquire the Sawai Land in accordance with the terms and conditions of the conditional sale and purchase agreement ("**SPA**") dated 3 June 2011 and any other supplements thereof that may be entered into in relation to the Proposed Acquisition;

AND THAT, the SPA dated 3 June 2011 relating to the Proposed 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 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 Acquisition and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed 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."

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.