



**Rimbunan Sawit**

**RIMBUNAN SAWIT BERHAD**

(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, 21 December 2007 at 11.00 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 4,250,000 ORDINARY SHARES OF RM1.00 EACH IN BARAM TRADING SDN BHD (“BTSB”), REPRESENTING 85% OF ITS TOTAL ISSUED AND PAID-UP SHARE CAPITAL FROM CERTAIN VENDORS FOR A PURCHASE CONSIDERATION OF RM18,417,000 TO BE SATISFIED IN CASH (“PROPOSED BTSB ACQUISITION”)**

“THAT, subject to the approvals of the relevant authorities being obtained, approval be and is hereby given to the Company to acquire 4,250,000 ordinary shares of RM1.00 each in BTSB representing 85% of the issued and paid-up share capital of BTSB from Pemandangan Jauh Plantation Sdn Bhd, Rimbunan Hijau (Sarawak) Sdn Bhd, Tiong Toh Siong Holdings Sdn Bhd and Telang Usan Resources Sdn Bhd for a purchase consideration of RM18,417,000, subject to adjustments, to be wholly satisfied in cash, subject to the terms and conditions of the conditional sale and purchase agreement for shares dated 12 October 2007 entered into between RSB and the vendors concerned (“Conditional SPA”) AND THAT the Conditional 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 BTSB Acquisition with full power to give all notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Conditional SPA, to assent to any conditions, modifications, variations and/or amendments of the Conditional SPA in any manner (including assenting to any revision to the purchase price in accordance with the terms of the Conditional 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 2,125,000 ORDINARY SHARES OF RM1.00 EACH IN NESCAJA PALMA SDN BHD (“NPSB”), REPRESENTING 85% OF ITS TOTAL ISSUED AND PAID-UP SHARE CAPITAL FROM CERTAIN VENDORS FOR A PURCHASE CONSIDERATION OF RM32,250,000 TO BE SATISFIED IN CASH (“PROPOSED NPSB ACQUISITION”)**

“THAT, subject to the approvals of the relevant authorities being obtained, approval be and is hereby given to the Company to acquire 2,125,000 ordinary shares of RM1.00 each in NPSB representing 85% of the issued and paid-up share capital of NPSB from Pemandangan Jauh Plantation Sdn Bhd and Desa Nuri Sdn Bhd for a purchase consideration of RM32,250,000, subject to adjustments, to be wholly satisfied in cash, subject to the terms and conditions of the conditional sale and purchase agreement for shares dated 12 October 2007 entered into between RSB and the vendors concerned (“Conditional SPA”) AND THAT the Conditional 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 NPSB Acquisition with full power to give all notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Conditional SPA, to assent to any conditions, modifications, variations and/or amendments of the Conditional SPA in any manner (including assenting to any revision to the purchase price in accordance with the terms of the Conditional 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 No: 7021367)/  
Toh Ka Soon (MAICSA No: 7031153)  
Company Secretaries**

Sibu  
6 December 2007

*Notes:-*

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.*
2. *A holder may appoint more than two (2) proxies to attend the same meeting. Where a holder appoints two or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. Only one (1) of the proxies is entitled to vote on a show of hands.*
3. *The instrument appointing proxy, shall be in print or writing under the hand of the appointer or his duly constituted attorney, or if such appointer is a corporation, under its common seal or under the hand of its officer or attorney duly authorised.*
4. *The instrument appointing a proxy 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 forty eight (48) hours before the time fixed for holding the meeting.*