



# RIMBUNAN SAWIT BERHAD

(Company No. 691393-U)  
(Incorporated in Malaysia)

Rimbunan Sawit

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifth 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 Wednesday, 10 February 2010 at 11.30 am to transact the following businesses :-

### AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 August 2009 together with the Reports of the Directors and Auditors thereon.
2. To declare a first and final dividend of 3.5 sen per share, less 25% corporate tax, for the financial year ended 31 August 2009. **Resolution 1**
3. To approve the payment of directors' fees for the financial year ended 31 August 2009. **Resolution 2**
4. To approve the increase of directors' fees for the financial year ending 31 December 2010. **Resolution 3**
5. To re-elect the following Directors who retire pursuant to Article 81 of the Company's Articles of Association and being eligible, offer themselves for re-election :-
  - (i) Mr. Tiong Ing Ming; and **Resolution 4**
  - (ii) Mr. Tiong Chiong Ong. **Resolution 5**
6. 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 Sir 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**
7. 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 business

8. To consider and, if thought fit, pass the following resolution as ordinary resolution :-  
**Proposed renewal of and new shareholders' mandates for recurrent related party transactions of a revenue or trading nature ("Shareholders' Mandates")** **Resolution 8**  
"THAT approval be hereby given to the Company and its subsidiaries ("RSB Group") to enter into any of the category of related party transactions which are recurrent, of a revenue or trading nature and are necessary for day-to-day operations of RSB Group as outlined in point 3(b) (pages 3 to 16) of the Circular to Shareholders dated 19 January 2010 ("Circular"), with the specific related parties mentioned therein subject further to the following :-
  - (a) 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 generally available to the public and not detrimental to the interest of the minority shareholders; and
  - (b) disclosure is made in the annual report a breakdown of the aggregate value of the transactions conducted pursuant to the Shareholders' Mandates during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Main Market Listing Requirements, 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 :-
  - (a) 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;
  - (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") [but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act]; or
  - (c) 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(f) of the Circular."
9. 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 3.5 sen per share, less 25% corporate tax, in respect of the financial year ended 31 August 2009, if approved at the forthcoming Fifth Annual General Meeting, will be paid on 18 March 2010 to depositors whose names appear in the Record of Depositors on 19 February 2010.

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

- (a) shares transferred to the depositor's securities account before 4.00 pm on 19 February 2010 in respect of transfers; and
- (b) 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

Dated : 19 January 2010

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### 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.
6. Explanatory Note on Special Business :-

#### Ordinary resolution on Shareholders' Mandates for recurrent related party transactions

Paragraph 10.09 of the Main Market Listing Requirements states that with regard to related party transactions which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations ("RRPT"), a public listed company may seek a shareholders' mandate.

The proposed resolution No. 8, if passed, will authorise the Company and each of its subsidiaries to enter into RRPT with the mandated related parties as identified in point 3(b) (pages 3 to 16) of the Circular, which are necessary for day-to-day operations of the RSB Group, 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 generally available to the public and not detrimental to the interest 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 RRPT 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.