

**Appendix D1**

**Salient Terms for the SSA for the Disposal of Shares in Lubuk Tiara Sdn. Bhd.**

The salient terms of the Share Sale Agreement ("SSA") entered into between Rimbunan Sawit Berhad ("RSB") with Lembaga Amanah Kebajikan Masjid Negeri Sarawak ("LAKMNS") in relation to the disposal of **1,680,000 ordinary shares** ("the Sale Shares") in Lubuk Tiara Sdn. Bhd. ("the Company") are as follows:-

- (1) The total consideration for the sale, purchase and transfer of the Sale Shares is **Ringgit Malaysia Thirteen Million One Hundred Thousand Seven Hundred and Twenty Three Only (RM13,100,723.00)** ("Purchase Consideration") arrived at on a "willing buyer willing seller" basis.
- (2) The Purchase Consideration shall be paid by LAKMNS in the following manner:
  - (c) simultaneously upon the signing of the SSA, LAKMNS shall pay **Ringgit Malaysia Two Hundred Thousand Only (RM200,000.00)** as deposit to RSB; and
  - (b) the balance of **Ringgit Malaysia Twelve Million Nine Hundred Thousand Seven Hundred and Twenty Three Only (RM12,900,723.00)** shall be paid to the appointed stakeholders within a period of thirty (30) days from the date when all the conditions precedent are fulfilled or within a period of ninety (90) days from the date of the SSA (whichever is the later) and to be released in accordance to the terms of the SSA.
- (3) The sale and purchase of the Sale Shares and the Completion thereof are conditional upon, inter alia, the following conditions being fulfilled or waived, at the option of LAKMNS by written notice to RSB, within sixty days from the date of the SSA or such other time as the parties may mutually agree:
  - (a) RSB procuring all relevant approvals, consents and notifications with regard to the sale and purchase contemplated in this Agreement from the Company's bankers or financiers.
  - (b) The conditions precedent provided in the sale and purchase agreements pertaining to the other transactions (spelt out in the SSA and described in paragraph (5) below) shall have been complied with and the parties remain willing and able to complete the other transactions.
- (4) If any of the Conditions Precedent is not fulfilled by within 60 days from the date of the SSA or such other date as the parties may agree in writing, then LAKMNS may rescind this Agreement by written notice to RSB.
- (5) The other transactions mentioned in paragraph (3)(b) above are the sale and purchase of 601,735 ordinary shares in PJP Pelita Biawak Plantation Sdn. Bhd. by LAKMNS to RSB, the sale of 5,885 ordinary shares in Kuraya Enterprise Sdn. Bhd. and Lot 21 Block 1 Balingian Land District by LAKMNS to Kendaie Oil Palm Plantations Sdn. Bhd.

**No.5 Description of Lubuk Tiara Sdn Bhd**

**Appendix D2**

Company	Location	Lot Number	Block No.	Total Land Area		Type of Lease	Start Holding Date	Terms of Tenure	Expiry Date	Annual Rent RM	Encumbranced	Nature of Facility	Name of Lender
				Ha	Ac								
Lubuk Tiara Sdn Bhd	Mini Dulit Land District	6	-	4,612.00		Provisional Lease of State Land	30/12/1999	60 years	29/12/2059	13,063.00	Charge in favour of RH Capital Sdn Bhd	Sukuk Ijarah & CP/MTN	OCBC Bank (Malaysia) Berhad
	Sawai Land District	1	13	992.60		Lease of State Land	30/12/1999	60 years	29/12/2059	2,482.00			
<b>Total:</b>				<b>5,604.60</b>						<b>15,545.00</b>			

Audited Report for the year ended 31.07.2010

Net book value of LTSB	<b>RM</b>
C) Property, Plant & Equipment	8,338,997.00
Biological Assets	79,836,502.00
Prepaid Lease Rental	4,568,395.00
	<b>92,743,894.00</b>

**No. 6 details of the real estates belonging to Lubuk Tiara Sdn Bhd**

**a. Type of estate or plantation**

Oil palm estates

**b. Maturity of Trees**

Estate	Year of Planting	Planted Area(Ha)	Palm Age to date (years)
Lubuk Tiara	2002	725.00	8
	2003	444.00	7
	2004	85.00	6
	2005	106.00	5
	2006	78.00	4
	Total Mature Ha	1,438.00	
	2007	110.00	3
	2008	471.80	2
	2009	1,288.89	1
	2010	799.31	
Total Immature		2,670.00	
Total Planted Ha		4,108.00	

**c. FFB Production for Year 2008 - 2010**

Estate	Year 2008			Year 2009			Year 2010		
	Total Area	Total production (MT)	Yield	Total Area	Total production (MT)	Yield	Total Area	Total production (MT)	Yield
Lubuk Tiara	1,360.00	14,783.40	10.87	1,438.00	17,585.14	12.23	1,438.00	18,926.81	13.16