



Rimbunan Sawit

RIMBUNAN SAWIT BERHAD
(Registration No. 200501014346 (691393-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Rimbunan Sawit Berhad ("**RSB**" or the "**Company**") will be held at Level 2, North Wing, Menara Rimbunan Hijau, 101, Pusat Suria Permata, Jalan Upper Lanang, 96000 Sibu, Sarawak on Monday, 8 April 2024 at 12.30 p.m. or any adjournment thereof, to consider and if thought fit, with or without modifications, passing the following resolutions by way of poll:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF A PARCEL OF AGRICULTURAL LAND DESCRIBED AS LOT 56 SAWAI LAND DISTRICT, MIRI, SARAWAK MEASURING APPROXIMATELY 4,857.00 HECTARES TOGETHER WITH THE OIL PALM PLANTATION AND BUILDINGS ERRECTED THEREON, KNOWN AS THE SELANGOR ESTATE, BY R. H. PLANTATION SDN BHD ("RHPSB**"), A WHOLLY-OWNED SUBSIDIARY OF RSB, TO MAHAWANGSA SUNGAI BOK PLANTATION SDN BHD (FORMERLY KNOWN AS HUA SENG PLANTATION SDN BHD) ("**MSBPSB**") FOR A DISPOSAL CONSIDERATION OF RM90.00 MILLION TO BE SATISFIED ENTIRELY IN CASH ("**PROPOSED DISPOSAL 1**")**

"**THAT** subject to and conditional upon the approvals and consents of all relevant authorities and/or parties being obtained and the conditions precedent in the conditional sale and purchase agreement dated 21 December 2023 ("**CSPA 1**") as varied by the supplementary agreement to the CSPA 1 dated 21 February 2024 entered into between RHPSB as the vendor and MSBPSB as the purchaser for the Proposed Disposal 1 being fulfilled and/or waived (as the case may be), approval be and is hereby given to RHPSB to dispose the Selangor Estate for a disposal consideration of RM90,000,000 to be satisfied entirely in cash;

THAT the proceeds from the Proposed Disposal 1 be utilised for the purposes set out in Section 2.10 of the circular to shareholders in relation to the Proposed Disposal 1 and the Proposed Disposal 2 (as defined hereunder) dated 22 March 2024 ("**Circular**"), and the Board of Directors of RSB ("**Board**") be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to take all such steps to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents, agreements, arrangements, undertakings, declarations and/or guarantees to or with any party or parties (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Disposal 1 with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED DISPOSAL OF 4 PARCELS OF AGRICULTURAL LAND DESCRIBED AS LOTS 4 AND 6, BOTH OF BLOCK 9 DULIT LAND DISTRICT, MIRI, SARAWAK AND LOTS 101 AND 102, BOTH OF SAWAI LAND DISTRICT, MIRI, SARAWAK, COLLECTIVELY MEASURING APPROXIMATELY 5,077.66 HECTARES, EACH WITH OIL PALM PLANTATION AND BUILDINGS ERRECTED THEREON, KNOWN AS THE JAYAMAX ESTATE, BY JAYAMAX PLANTATION SDN BHD ("JPSB**"), A WHOLLY-OWNED SUBSIDIARY OF RSB, TO MSBPSB FOR A DISPOSAL CONSIDERATION OF RM75.00 MILLION TO BE SATISFIED ENTIRELY IN CASH ("**PROPOSED DISPOSAL 2**")**

"**THAT** subject to and conditional upon the approvals and consents of all relevant authorities and/or parties being obtained and the conditions precedent in the conditional sale and purchase agreement dated 21 December 2023 ("**CSPA 2**") as varied by the supplementary agreement to the CSPA 2 dated 21 February 2024 entered into between JPSB as the vendor and MSBPSB as the purchaser for the Proposed Disposal 2 being fulfilled and/or waived (as the case may be), approval be and is hereby given to JPSB to dispose the Jayamax Estate for a disposal consideration of RM75,000,000 to be satisfied entirely in cash;

THAT the proceeds from the Proposed Disposal 2 be utilised for the purposes set out in Section 2.10 of the Circular, and the Board be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to take all such steps to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents, agreements, arrangements, undertakings, declarations and/or guarantees to or with any party or parties (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Disposal 2 with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company."

BY ORDER OF THE BOARD

TOH KA SOON (MAICSA 7031153)

SSM Practicing Certificate No.: 201908004032

VOON JAN MOI (MAICSA 7021367)

SSM Practicing Certificate No.: 202008001906

Joint Company Secretaries

Sibu, Sarawak
22 March 2024

Notes:

- (1) A member of the Company who is entitled to attend, participate, speak and vote at the EGM may appoint not more than 2 proxies to attend, participate, speak and vote instead of the member at the EGM.
- (2) A proxy or attorney or a duly authorised representative may, but need not be a member of the Company. There shall be no restrictions as to the qualification of the proxy.
- (3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA, it may appoint not more than 2 proxies in respect of each securities account it holds.
- (4) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (5) Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (6) A proxy appointed to attend, participate, speak and vote at the EGM shall have the same rights as the member to attend, participate, speak and vote at the EGM.
- (7) To be valid, the Form of Proxy, duly completed must be deposited at the registered office of the Company at North Wing, Menara Rimbunan Hijau, 101, Pusat Suria Permata, Jalan Upper Lanang, 96000 Sibu, Sarawak not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (8) 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. Any alteration to the instrument appointing a proxy must be initialled.
- (9) A depositor whose name appears in the Record of Depositors as at 1 April 2024 shall be regarded as a member of the Company entitled to attend, participate, speak and vote at the EGM or appoint a proxy to attend, participate, speak and vote on his behalf.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.