



SUBUR TIASA HOLDINGS BERHAD

(Company No. 341792-W)

(Incorporated in Malaysia and registered under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Subur Tiasa Holdings Berhad (“Subur” or “the Company”) will be held at the Company’s Auditorium Room, Ground Floor, No. 66-78, Pusat Suria Permata, Jalan Upper Lanang, C.D.T. 123, 96000 Sibul, Sarawak, Malaysia on Friday, 14 July 2017 at 11.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION:

PROPOSED ACQUISITION BY TIASA MESRA SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF SUBUR, OF ALL RIGHTS, TITLE AND INTERESTS IN RELATION TO THE PLANTATION WITH A GROSS AREA SIZE OF 15,017 HECTARES LOCATED IN SIMUNJAN TOWN IN THE SAMARAHAN DIVISION IN SARAWAK, VIA AN ASSIGNMENT INCLUDING DEVELOPMENT COSTS, BIOLOGICAL ASSETS, COMMERCIAL RIGHTS AND ALL THE FIXTURES AND FITTINGS RELATING THERETO HELD BY RIMBUNAN SAWIT BERHAD UNDER THE LICENSE FOR PLANTED FOREST NO. LPF/0035 (“LICENCE RIGHTS”), FOR A CASH CONSIDERATION OF RM150.0 MILLION (“PROPOSED ACQUISITION”)

“**THAT**, subject to all approvals being obtained from the relevant authorities or parties (where required), approval be and is hereby given to the Board of Directors of Tiasa Mesra Sdn Bhd to acquire the Licence Rights for a cash consideration of RM150.0 million upon the terms and subject to the conditions of the Conditional Agreement dated 22 February 2017 (“**Agreement**”) entered into between Tiasa Mesra Sdn Bhd and Rimbunan Sawit Berhad.

AND THAT, the Board of Directors of the Company and of Tiasa Mesra Sdn Bhd be and are hereby empowered and authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company and Tiasa Mesra Sdn Bhd with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Acquisition.”

By Order of the Board of Directors

LING CHIEH MIN (MIA 18531)

VOON JAN MOI (MAICSA 7021367)

Joint Company Secretaries

Sibu, Sarawak

24 June 2017

NOTES:-

1. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
2. A member of the Company who entitled to attend, speak and vote at the meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee (“**EAN**”) as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“**Omnibus Account**”), there is no limit to the number of proxies which the EAN may appoint in respect of each Omnibus Account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
5. The instrument appointing a proxy shall be deposited at the registered office of the Company at No.66-78, Pusat Suria Permata, Jalan Upper Lanang, C.D.T. 123, 96000 Sibul, Sarawak, Malaysia not less than 48 hours before the time fixed for holding the meeting or at any adjournment thereof.
6. A depositor whose name appears in the Record of Depositors as at 7 July 2017 shall be regarded as a member of the Company to attend, speak and vote at the Meeting or appoint a proxy to attend, speak and vote on his behalf.