



# RIMBUNAN SAWIT BERHAD

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

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eighth Annual General Meeting of Rimbunan Sawit Berhad ("RSB" or "the Company") will be held at Function Room, 1st Floor, No. 41 & 42, Pusat Suria Permatia, Jalan Upper Lanang, 96000 Sibul, Sarawak on Tuesday, 18 June 2013 at 11.30 a.m. to transact the following businesses:

### AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.
- To consider and if thought fit, to pass the following resolution:  
"THAT, subject to passing of the Resolution 2 below, a first and final single tier dividend of 1.0 sen per ordinary share of RM0.50 each be declared in respect of the financial year ended 31 December 2012." **Resolution 1**
- To consider and if thought fit, to pass the following resolution:  
"THAT, subject to passing of the Resolution 1 above, a first and final single tier dividend of 1.0 sen per irredeemable convertible preference share of RM0.50 each be declared in respect of the financial year ended 31 December 2012 to be payable on the date final dividend is paid on the ordinary shares." **Resolution 2**
- To approve the payment of directors' fees for the financial year ended 31 December 2012. **Resolution 3**
- To approve the proposed increase of directors' fees for the financial year ending 31 December 2013. **Resolution 4**
- 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 Chiong Ong; and **Resolution 5**  
(ii) Mr. Tiong Kiong King. **Resolution 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 7**
- To re-appoint Messrs. Crowe Horwath as auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**

### As special business

- To consider and, if thought fit, pass the following ordinary resolution:  
**Proposed renewal of and new shareholder mandates for recurrent related party transactions of a revenue or trading nature ("Shareholder Mandate")** **Resolution 9**  
"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 4 to 22) of Part A of the Circular to Shareholders (Part A) dated 27 May 2013 ("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 Shareholder Mandate 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 related party transactions made; and
  - the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.AND THAT such approval will 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 ordinary 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 Shareholder Mandate."

- To consider and, if thought fit, pass the following ordinary resolution:  
**Proposed renewal of authority for purchase of own shares by the Company** **Resolution 10**  
"THAT, subject always to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be hereby unconditionally and generally authorised to purchase and hold on the market of Bursa Securities such number of ordinary shares of RM0.50 each ("Shares") in the Company ("Proposed Share Buy-Back") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the total aggregate number of Shares purchased and/or held or to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being and an amount not exceeding the Company's retained profits and share premium reserves at the time of purchase be allocated by the Company for the Proposed Share Buy-Back AND THAT, such Shares purchased are to be retained as treasury shares and distributed as dividends and/or resold on the market of Bursa Securities, or subsequently may be cancelled AND THAT the Directors be hereby authorised and empowered to do all acts and things and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authority or authorities AND FURTHER THAT the authority hereby given will commence immediately upon passing of this ordinary resolution and will continue to be in force until:  
(a) the conclusion of the next annual general meeting of the Company ("AGM"), at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;  
(b) the expiration of the period within which the next AGM after that date is required by law to be held; or  
(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities."

- To consider and, if thought fit, pass the following special resolution:  
**Proposed amendments to the Company's Articles of Association** **Resolution 11**  
(i) THAT the existing Article 29 of the Company's Articles of Association be deleted in its entirety and replaced with the following new Article 29:  
The transfer books and the Record of Depositors and debentures holders may be closed for such period as the Directors think fit PROVIDED THAT it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a Books Closing Date and the reason therefor shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. Such notice shall state the Books Closing Date, which shall be at least ten (10) Market Days after the date of notification to the Exchange. The transfer books and Record of Depositors may be closed for the purpose of determining persons entitled to dividends, interest, or new Securities, or rights to a priority of application for issue of Securities. The Company shall request the Depository in accordance with the Rules to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the occurrence of the related event.  
(ii) THAT the existing Article 145 of the Company's Articles of Association be deleted in its entirety and replaced with the following new Article 145:  
**Cash distributions payable by cheque or warrant or through Bank**  
Any cash distributions (as prescribed by the Exchange from time to time) or other money payable in cash in respect of securities may be paid by cheque or warrant, sent through the post directed to the registered address of the Members or persons entitled thereto, or if several persons are entitled in consequence of the death or bankruptcy of the holder, to any one (1) of such persons and to such address as such person may in writing direct or through directly crediting of funds into a nominated bank account as provided to the Depository from time to time of such Members or persons entitled thereto or through such other mode of electronic means. Every such cheque or warrant or funds crediting into the bank account of the Members or persons entitled thereto or through such other mode of electronic means shall be made payable to the order of the Members or persons entitled thereto and such payment shall be a good and full discharge to the Company for all payments made in respect of such securities, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged or that there is discrepancy in the details of the bank account(s) given by the Members or persons entitled to the payment. Every such cheque or warrant or funds crediting shall be sent or credited at the risk of the Members or persons entitled to the money they represented. Where the Members or persons entitled thereto have provided to the Depository the relevant contact details for purposes of electronic notifications, the Company shall notify them electronically once the Company has paid the cash distributions out of its account.

- 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 single tier dividend of 1.0 sen per ordinary share of RM0.50 each, in respect of the financial year ended 31 December 2012, if approved at the forthcoming Eighth Annual General Meeting, will be paid on 30 August 2013 to depositors whose names appear in the Record of Depositors on 31 July 2013.

A depositor shall qualify for entitlement only in respect of:

- shares transferred to the depositor's securities account before 4.00 p.m. on 31 July 2013 in respect of transfers; and
- 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: 27 May 2013

Sibu, Sarawak

### Notes:

- 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 to the Company.
- 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 Permatia, Jalan Upper Lanang 12A, 96000 Sibul, Sarawak not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- A member of the Company entitled to attend and vote at this Annual General Meeting, shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("ombuds account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombuds account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 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.
- A depositor whose name appears in the Record of Depositors as at 12 June 2013 shall be regarded as a member of the Company entitled to attend this Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.
- Explanatory Note on Special Business:
  - Ordinary resolution on Shareholder Mandate 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 shareholder mandate.  
The proposed resolution No. 9, 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 4 to 22) of the Circular (Part A), 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 Shareholder Mandate, 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 (Part A) for further information.
  - Ordinary resolution in relation to proposed renewal of authority for purchase of own shares by the Company**  
The proposed Resolution No. 10, if passed, will renew the authority for the Company to purchase and/or hold up to ten per cent (10%) of the issued and paid-up ordinary share capital of the Company through Bursa Securities. This authority will expire at the conclusion of the next annual general meeting, unless revoked or varied by ordinary resolution passed by shareholders at general meeting. Please refer to the Statement to Shareholders (Part B) for further information.
  - Special resolution in relation to proposed amendments to the Company's Articles of Association**  
The proposed Resolution No. 11 is to amend the Company's Articles of Association in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.