

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 15th Annual General Meeting 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, Malaysia on Thursday, 30 July 2020 at 11.30 a.m. to transact the following businesses:

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **Refer to Note 1**
2. To approve the payment of Directors’ fees for the financial year ended 31 December 2019. **Resolution 1**
3. To approve the payment of Directors’ remuneration (excluding Directors’ fees) up to RM350,000 for the period from 30 July 2020 until the conclusion of next Annual General Meeting of the Company. **Resolution 2**
4. To re-elect the following Directors who retire pursuant to Article 123 of the Company’s Constitution and being eligible, offer themselves for re-election:
 - i) Mr. Tiong Chiong Ong **Resolution 3**
 - ii) Mr. Tiong Ing Ming **Resolution 4**
5. To re-appoint Messrs. Crowe Malaysia PLT as auditors until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. **Resolution 5**

As special business

6. To consider and, if thought fit, pass the following ordinary resolution:

Continuation in office as Independent Non-Executive Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017 **Resolution 6**

“THAT subject to the passing of Ordinary Resolution No. 4, approval be and is hereby given to Mr. Tiong Ing Ming who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company.”
7. To consider and, if thought fit, pass the following ordinary resolution:

Continuation in office as Independent Non-Executive Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017

Resolution 7

“THAT approval be and is hereby given to Mr. Bong Wei Leong who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company.”

8. 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 8

“THAT approval be and is 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) of the Circular to Shareholders dated 30 June 2020 (“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

340(2) of the Companies Act 2016 ("CA 2016") [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016]; 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 and are 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."

9. To transact any other business of which, due notice shall have been given in accordance with the CA 2016 and the Company's Constitution.

By Order of the Board of Directors

Toh Ka Soon (MAICSA 7031153)

SSM Practicing Certificate No.: 201908004032

Voon Jan Moi (MAICSA 7021367)

SSM Practicing Certificate No.: 202008001906

Joint Company Secretaries

Dated: 30 June 2020

Sibu, Sarawak

Notes :

1. This agenda item is meant for discussion only and hence it is not put forward for voting.
2. A proxy or attorney or a duly authorised representative may, but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy;
3. A Member of the Company who is entitled to attend and vote at the 15th annual general meeting ("AGM") may appoint not more than two (2) proxies to attend and vote instead of the Member at the AGM;
4. Where a Member of the Company is an authorised nominee as defined in the Depositories Act, which is exempted from compliance with the provisions of subsection 25A(1) of the Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds;
5. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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;
6. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies;

7. A proxy appointed to attend and vote at the AGM shall have the same rights as the Member to speak at the AGM;
8. 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, Malaysia not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof;
9. 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 initialed; and
10. A depositor whose name appears in the Record of Depositors as at 22 July 2020 shall be regarded as a Member of the Company entitled to attend the AGM or appoint a proxy to attend, speak and vote on his behalf.

Explanatory Note on Special Businesses:

1. Ordinary resolutions in relation to continuation in office as Independent Non-Executive Directors pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance (proposed resolutions nos. 6 and 7)

The Nomination Committee and the Board of Directors have assessed the independence of Mr. Tiong Ing Ming and Mr. Bong Wei Leong who have served as Independent Non-Executive Directors of the Company for a consecutive term of more than nine (9) years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- (a) They fulfilled the criteria as Independent Directors as stipulated in the Listing Requirements and therefore are able to offer impartial judgement and advice to the Board;
- (b) They remain independent and vocal, actively participated in deliberations and exercised independent judgement at Board and Board Committee meetings without compromising operational consideration. Hence, provide a check and balance to operational management; and
- (c) They continue to exercise independent and objective judgement in carrying out their duties as Independent Directors and they provide guidance, unbiased and independent views to many aspects of the Company and the Group's strategy so as to safeguard the interests of minority shareholders. Their long tenure as Independent Directors have no conflict of interest or undue influence from management and interested parties.

2. 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. 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) 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 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 for further information.

COVID-19 Outbreak Measure Notes

The health and safety of all members attending the AGM are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the AGM:

- a) Members and proxies are encouraged to abide by the most current regulations in place and enforced by the Ministry of Health and the government at the time deciding on whether or not to attend the AGM.
- b) Members are strongly encouraged to appoint the Chairman of the AGM as their proxies to attend and vote at the AGM on their behalf by submitting the Form of Proxy with predetermined voting instruction.
- c) Members who are not feeling well or have been placed on quarantine orders or stay-at-home notices, are advised to refrain from attending the AGM in person.
- d) Members who had been in physical contact with a person infected with COVID-19 are advised to refrain from attending the AGM in person.
- e) In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members (or your proxies) wish to attend the AGM in person.
- f) Members and proxies must sanitise their hands and wear a face mask throughout the conduct of the AGM.
- g) Members or proxies must observe/maintain social distancing throughout the conduct of the AGM.