

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventy Fourth Annual General Meeting of Riverview Rubber Estates, Berhad will be held at 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia on **Friday, 21 June 2013 at 11.30 am** for the purpose of considering and, if thought fit, passing the following resolutions:

AGENDA

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 together with the Directors' and Auditors' reports thereon. ***(Please refer to Note 5)***
2. To approve the increase of Directors fees totaling RM50,000 for the financial year ended 31 December 2013 **Resolution 1**
3. To approve the payment of Directors fees of RM330,000 for the financial year ended 31 December 2013 **Resolution 2**
4. To re-elect Stephen William Huntsman who retires by rotation in accordance with Article 96 of the Company's Articles of Association and, being eligible, offers himself for re-election. **Resolution 3**
5. To re-appoint Messrs. Sekhar & Tan as Auditors' of the Company for the ensuing financial year and to authorize the Directors to fix the Auditors' remuneration. **Resolution 4**

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution:

6. **Authority to continue in office as Independent Non-Executive Director** **Resolution 5**

“THAT authority be and is hereby given to Lim Hu Fang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012.”

To consider and if thought fit, to pass the following Special Resolution

7. **Proposed Amendment to the Articles of Association**

**Special
Resolution**

“THAT the proposed amendment to the Articles of Association of the Company as set out in **Appendix I** attached to this Notice be and hereby approved and in consequence thereof, the new set of Articles and Association incorporating the amendments be adopted AND THAT the Directors and Secretary be and are hereby authorized to carry out all necessary steps to give effect to the amendments.”

By Order of the Board

Tsen Keng Yam
MIA 1476
Company Secretary

18 May 2013

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

NOTES

Proxy

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149 (1) (b) of the Companies Act, 1965 shall not apply to the Company.
2. A member shall not be entitled to appoint more than two (2) proxies. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office at 33 (1st Floor), Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
5. Item 1 of the Agenda is meant for discussion only, as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
6. For shares listed on the Bursa Malaysia, only a depositor whose name appears on the Record of Depositors as at 14 June, 2013 shall be entitled to attend the said meeting or appoint a proxy or proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

Ordinary Resolution 5 – Authority to continue in office as Independent Non-Executive Director

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Lim Hu Fang who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years and recommended her to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- i. She has fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board;
- ii. Her experience in the industry enables her to provide the Board with a diverse set of experience, expertise, skills and competence;
- iii. She has been with the Company for more than nine years and therefore understands the Company's business operations which enable her to participate actively and contribute during deliberations or at discussions at Audit Committee and Board Meetings;
- iv. She has contributed sufficient time and effort and attended all the Audit Committee and Board Meetings as well visiting all the estates in order to obtain independent information required for balanced decision making; and
- v. She has exercised due care during her tenure as an Independent Non-Executive Director of the Company and carried out her duties in the interest of the Company and its shareholders.

Special Resolution – Proposed Amendments to the Articles of Association

The proposed Special Resolution, if passed, will enable the Company to comply with the amendment to Paragraph 7.21 of the Main Market Listing Requirements dated 22 September 2011.

NOTICE OF ANNUAL GENERAL MEETING (Cont'd) APPENDIX I

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The details of the proposed amendment to the Articles of Association of the Company are as set out below:

“THAT the existing Article 81A (Appointment of more than one proxy) be amended as follows:

Existing Article 81A

Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

New Article 81A

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 authorized nominee may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

Rationale

Bursa Malaysia had, in a letter dated 22 September 2011, required listed issuers to amend its articles of association with regards the appointment of multiple proxies. The deadline to seek shareholders’ approval for the said amendment is 31 December 2013.