

RIVERVIEW RUBBER ESTATES, BERHAD

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary 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, 26 September 2014 at 10.00 am** for the purpose of considering and, if thought fit, passing the following special resolution:

AGENDA AS SPECIAL BUSINESS

Proposed Amendment to the Articles of Association

“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

Eugene Chow
MIA 23029
Company Secretary

3 September 2014

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. For shares listed on the Bursa Malaysia, only a depositor whose name appears on the Record of Depositors as at 19 September, 2014 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 RESOLUTION

The Proposed Amendment has been made to cater for the modern means of communication involved when it comes to the dispatch of business, especially for non-Malaysian Directors.

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

Article 108A

That Article 108A be added as follows:

- i. A person may participate in a meeting of the Board of Directors or any committee of the Board of Directors by conference telephone, video, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously in the way of discussions, questions and answers and voting.*
- ii. Participation by a person in a meeting by conference telephone, video, electronic or such other communication facilities shall be treated as if that person was present in person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the Anchor Location where the meeting is to be held which shall be the registered address of the Company if at least one or more of the participants of that meeting are connected to the meeting from the registered address of the Company, failing which the Anchor Location shall be the place where the Company Secretary is at the start of the meeting. Remote Locations means any place other than the Anchor Location where a participant to the meeting can establish electronic access to the meeting.*
- iii. Subject to the laws for the time being in force in this jurisdiction the contemporaneous linking together by an instantaneous telecommunication device of a number of directors no less than the quorum required by Article 108, whether or not any one or more of Directors is out of Malaysia, is deemed to constitute a meeting of Directors and all provisions of these Articles as to meeting of Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:*
 - a. all the Directors shall have received notice of a meeting from the Company Secretary and/or the Chairman and/or any director by email and/or telephone confirmation or instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by these Articles;*
 - b. each of the Directors taking part in the meeting by the instantaneous telecommunication device must be able to hear and/or see each other of the other Directors taking part at the commencement and for the duration of the meeting; and*
 - c. at the commencement of the meeting each Director must acknowledge his presence for the purpose of the meeting to all other directors taking part.*
 - d. In the event of failure of equipment, or other factor, which causes a lack of communication with a member(s) causing lack of a quorum, no additional business may be conducted until the quorum can be reconstituted.*

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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

Article 108A

That Article 108A be added as follows:

- iv. A director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the chairman of the meeting and a director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous telecommunication device unless he has obtained the express consent of the chairman of the meeting to leave the meeting.*
- v. Minutes of the proceedings at a Board of Directors' meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the chairman of the meeting.*
- vi. Any telecommunication method now known or hereafter developed may be used to conduct a telecommunications meeting, so long as the criteria set forth herein can be met.*
- vii. All persons at both the Anchor and Remote Locations shall have real time video and/or audio contact with members participating, so as to know the entire discussion, deliberations and voting of the meeting.*
- viii. Members participating from Remote Locations shall have the obligation to use appropriate equipment or take other precautions to eliminate static or other disturbances to the orderly conduct of the meeting.*
- ix. The meeting procedures and meeting notice procedures to be followed at the electronic meeting shall be the same as those followed by the Company in a non-electronic meeting.*
- x. Votes taken in electronic meetings shall be by roll call method, with each member audibly verbalising their vote.*
- xi. Minutes of the meeting shall record the presence of members participating through electronic means. The roll call for members present will be taken verbally and recorded.*

RIVERVIEW RUBBER ESTATES, BERHAD (820 – V)

(Incorporated in Malaysia)

FORM OF PROXY

Please read the Notice of Meeting and Explanatory Notes before completing this form.

I/We (FULL NAME IN BLOCK LETTERS) _____
of (FULL ADDRESS) _____

being a member of Riverview Rubber Estates, Berhad hereby appoint
(FULLNAME IN BLOCK LETTERS) _____
of (FULL ADDRESS) _____

as my / our proxy to vote for me / us on my / our behalf at the Extraordinary General Meeting of Riverview Rubber Estates, Berhad to be held at 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia on Friday, 26 September 2014 at 10.00 am and at any adjournment thereof.

If you want your proxy to vote in a certain way on the resolutions specified, please place a 'X' mark in the relevant boxes. The Vote withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

		Yes	No	Withheld
Special Resolution	Proposed Amendment to the Articles of Association			

Signed _____ this _____ day of _____ 2014 No. of shares _____

NOTES

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