



SUZANO BAHIA SUL PAPEL E CELULOSE S.A.

CNPJ/MF nº 16.404.287/0001-55

NIRE 29.300.016.331

Publicly held company

CONVOCAÇÃO

TO

EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

Stockholders are invited to an **Extraordinary General Meeting** on May 24, 2006 at **10 a.m.**, at the head office of Suzano Bahia Sul Papel e Celulose S.A. ("the Company"), at Avenida Tancredo Neves 274, Centro Empresarial Iguatemi II, Block B, Suites 121/123, Pituba, Salvador, Bahia, Brazil, to deal with the **following matters:**

- (a) to **decide on the "Protocol and Justification of Absorption of Shares and Total Split"**, entered into on July 20, 2005 and amended on May 4, 2006 by the company, Ripasa Participações S.A. ("Ripar"), Votorantim Celulose e Papel S.A. ("VCP") and Ripasa S.A. Celulose e Papel, specifically in relation to the total split of Ripar, and the vesting of its equity in the Company and VCP, in equal parts, with the consequent extinction of Ripar ("the **Total Split of Ripar**");
- (b) to decide on ratification of the **contracting of specialized companies** to prepare **valuation opinions** on the companies involved in the Total Split of Ripar;
- (c) to decide on the valuation opinions referred to in (b) above; and
- (d) to decide on the proposal by the Company's management for carrying out of the Total Split of Ripar and the receipt, by the Company, of a portion equivalent to half of the assets and liabilities of Ripar, with a consequent **increase in the Company's capital** and **change** in Clause 5 of its **Bylaws**.

Salvador, May 5, 2006

David Feffer

Chairman of the Board of Directors