



SUZANO BAHIA SUL PAPEL E CELULOSE S.A.

Publicly held company

CNPJ/MF 16.404.287/0001-55

NIRE 29.300.016.331

CONVOCATION

EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

Stockholders are hereby called to an Extraordinary General Meeting to be held on August 30, 2005 at 11 a.m. (Brazilian time) 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, Suite 121, Pituba, Salvador, Bahia, Brazil, to deal with the following agenda:

- a) to decide on the Protocol and Justification for Absorption of Shares and Total Split, signed on July 20, 2005 by the managements of the company, of Ripasa Participações S.A. (“Ripar”), of Votorantim Celulose e Papel S.A. (“VCP”) and of Ripasa S.A. Celulose e Papel (“Ripasa”) (“the Protocol”), specifically in relation to the full split of Ripar, half of its assets and liabilities being transferred to the company, and half being transferred to VCP, resulting in Ripar ceasing to exist (“the Total Split of Ripar”);
- b) to ratify the contracting of specialized companies to prepare Opinions valuing 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 management for the Total Split of Ripar, and the receipt by the company of an apportionment equivalent to half of the assets and liabilities of Ripar, with a consequent increase in the company’s registered capital and a change in Clause 5 of its bylaws.

Salvador, July 20, 2005.

David Feffer

Chairman of the Board of Directors