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9 February 2015

MANDATORY CASH OFFER (“Offer”)  
BY  
RIVERVIEW RUBBER ESTATES, BERHAD (“Riverview”)  
FOR  
THE NARBOROUGH PLANTATIONS, PLC (“Narborough”)  
OFFER ACCEPTANCES AND OFFER EXTENSION

**Introduction**

Further to the announcement on 22 December 2014 by Riverview of a mandatory cash offer to acquire the entire issued share capital of Narborough not already owned by Riverview the further terms of the Offer and the procedures for acceptance were set out in the offer document published by Riverview on 16 January 2015 (the “Offer Document”).

The terms used in this announcement shall have the meaning given to them in the Offer Document other than as expressly set out in this announcement.

The Offer is being extended and will remain open for acceptances until 1.00 pm on 23 February 2015.

**Level of acceptances**

Riverview, as at 1.00 pm (London time) on 9 February 2015, had received valid acceptances of the Offer in respect of 2,383,576 Narborough Shares, representing approximately 17.90 percent of the existing issued share capital of Narborough and 74.07 percent of the Offer Shares. Of the 2,383,576 valid acceptances received, 53,939 are in respect of persons acting in concert, or deemed to be acting in concert, with Riverview. The number of valid acceptances from Shareholders who elected to receive their consideration in Pounds Sterling was 1,425,746 Narborough Shares and the number of valid acceptances from Shareholders who elected to receive their consideration in Ringgit Malaysia was 957,830 Narborough Shares.

Together with the existing holding of 10,098,600 Narborough Shares, Riverview now owns or has valid acceptances of the Offer in respect of 12,482,176 Narborough Shares, representing 93.73 percent of the issued share capital of Narborough.

The percentages of Narborough Shares referred to in this announcement are based on of 13,316,950 Narborough Shares in issue and 3,217,990 Offer Shares.

**Settlement of consideration**

For Forms of Acceptance that have been received which are valid and complete in all respects electing to have consideration paid in Pounds Sterling the settlement of the cash consideration due under the Offer will be despatched by first class post on or before 23 February 2015.

For Forms of Acceptance that have been received which are valid and complete in all respects electing to have consideration paid in Ringgit Malaysia the settlement of the cash consideration due under the

Offer will be despatched by first class post on or before 23 February 2015 by Business Process Outsourcing Sendirian Berhad.

Settlement of the consideration in respect of further acceptances which are valid and complete in all respects will be despatched as soon as practicable and in any event within 14 days of receipt of such acceptances being received by Neville Registrars.

#### **Closing of the Offer and actions to be taken**

The Offer will remain open for acceptances until 1.00 pm on 23 February 2015.

Narborough Shareholders who have not yet accepted the Offer are encouraged to do so without delay. Acceptances of the Offer should be received in accordance with the instructions contained in the Offer Document and the Form of Acceptance should be completed and returned.

If you are in any doubt about the Offer or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is authorised pursuant to the Financial Services and Markets Act 2000 (as amended from time to time) or, if you are in a territory outside the United Kingdom, is an appropriately authorised independent financial adviser.

#### **Interests in Narborough Shares**

Prior to the announcement of the Offer and as at 8 February 2015 (being the latest practicable date prior to the publication of this announcement), Riverview, and persons acting in concert with Riverview, owned or controlled 10,152,539 Narborough Shares. Neither Riverview, nor persons acting in concert with Riverview has any interest in, has any rights to subscribe for any relevant securities of Narborough nor does any such person have any short position (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative or any arrangement in relation to any relevant securities of Narborough. For these purposes, "arrangement" includes any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of any relevant securities of Narborough and any borrowing or lending of any relevant securities of Narborough which have not been on-lent or sold and any outstanding irrevocable commitment or letter of intent with respect to any relevant securities of Narborough.

*Enquiries:*

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**Further information:**

*Cattaneo LLP is acting exclusively for Riverview and no one else and will not be responsible to anyone other than Riverview for providing the protections afforded to clients of Cattaneo LLP or for providing advice in relation to any offer or any other matter referred to in this Announcement.*

*EGR Broking Limited is acting exclusively for Narborough and no one else and will not be responsible to anyone other than Narborough for providing the protections afforded to clients of EGR Broking Limited or for providing advice in relation to any offer or any other matter referred to in this Announcement.*

**Important Notes**

*This Announcement is for information purposes only. It is not intended to and does not constitute, or form part of, an offer or invitation or the solicitation of any offer to sell or purchase any securities or the solicitation of any offer to otherwise acquire, subscribe for, sell or otherwise dispose of any security pursuant to the Offer or otherwise. The Offer will be made solely by means of an offer document and a form of acceptance, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in those documents.*

**Important notice to overseas shareholders**

*The release, publication or distribution of this Announcement is not being made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction (each a "Restricted Jurisdiction"), and the Offer is not capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of this Announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement (including custodians, nominees and trustees) must not mail or otherwise distribute or send it in, into or from such jurisdictions. The availability of the Offer to Narborough Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Such persons should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.*

**Disclosure requirements of the City Code (the "Code")**

*Under Rule 8.3(a) of the Code, any person who is interested in 1 percent or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified.*

*Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure. Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested in 1 percent or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at <http://www.thetakeoverpanel.org.uk>, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified.*

*If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.*

**Publication on website**

*This Announcement, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, will be available free of charge on Riverview's website at: [www.riverview.com.my/other.htm](http://www.riverview.com.my/other.htm) and Narborough's website at: [www.narboroughplantations.com/OtherAnnouncements.htm](http://www.narboroughplantations.com/OtherAnnouncements.htm) by no later than 12 noon (London time) on 10 February 2015.*