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15 December 2014

# RIVERVIEW RUBBER ESTATES, BERHAD ("Riverview") MANDATORY OFFER FOR THE NARBOROUGH PLANTATIONS PLC ("Narborough")

### **OFFER UPDATE**

Set out below is the full text of an announcement released by Riverview to the Bursa Malaysia today:

# "RIVERVIEW RUBBER ESTATES, BERHAD ("Riverview")

# ACCEPTANCE OF THE FINANCIAL ASSISTANCE FROM SUNGEI REAM HOLDINGS SDN BHD TO RIVERVIEW RUBBER ESTATES, BERHAD

The Board of Directors of Riverview announces that on 12 December 2014, the Company had accepted a loan of RM10,000,000 from Sungei Ream Holdings Sdn Bhd ("SRHSB") a 62.5% shareholder in the Company (hereinafter referred to as "Financial Assistance" or "Loan").

The Loan, which is unsecured and bearing an interest rate of 6.85% per annum, is being made to Riverview in connection with the financing of the Mandatory General Offer that Riverview will be making for the shares in Narborough Plantations, PLC that it does not already own or has already agreed to acquire ("Offer"). Riverview is in the process of arranging its finances for the purpose of making the Offer and expects that process to be completed shortly.

The Financial Assistance will not have any impact on the issued and paid-up share capital as well as the substantial shareholders' shareholdings in Riverview.

It will also not have any material effect on the Net Assets and Net Assets per share based on the latest audited financial statements of the Company as at 31 December 2013 as the Financial Assistance will be used for the acquisition of ordinary shares in The Narborough Plantations, PLC that the Company does not already own.

The Financial Assistance is expected to increase the borrowings of the Group and is expected to contribute positively to the Group's earnings.

Save for the Directors mentioned below, none of the Directors and/or major shareholders and/or persons connected with a Director or a major shareholder of the Company has any interest, direct and indirect in the Financial Assistance.

### **Director of the Company**

# Relationship

Dr. Leong Tat Thim

Father of Mr. Leong Yeng Kit, an Independent Director of SRHSB and of Buloh Akar Holdings Sdn. Bhd., the ultimate holding company of Riverview Rubber Estates Berhad.

Timothy John Huntsman Director and substantial shareholder of Buloh Akar Holdings

Sdn. Bhd.; and is the cousin of Oliver John Harold Huntsman

Oliver John Harold Huntsman Director and substantial shareholder of Buloh Akar Holdings

Sdn. Bhd.; and is the cousin of Timothy John Huntsman

# ENDS"

Copies of this announcement and all other announcements made in connection with the mandatory offer will be available on Riverside's website in accordance with Rule 30.4 of the Takeover Code at www.riverview.com.my/other.htm.

# **Enquiries:**

# **Riverview**

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The Directors of Riverview accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the Directors of Riverview (who have taken all reasonable care to ensure such is the case), the information contained in this announcement is in accordance with the facts and does not affect the import of such information.

Cattaneo LLP is acting exclusively for Riverview and no one else in connection with the Offer and will not be responsible to anyone other than Riverview for providing the protections afforded to customers of Cattaneo LLP nor for providing advice in relation to the 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 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 <a href="http://www.thetakeoverpanel.org.uk">http://www.thetakeoverpanel.org.uk</a>, 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: <a href="https://www.narboroughplantations.com/OtherAnnouncements.htm">www.riverview.com.my/other.htm</a> and Narborough's website at: <a href="https://www.Narboroughplantations.com/OtherAnnouncements.htm">www.Narboroughplantations.com/OtherAnnouncements.htm</a> by no later than 12 noon (London time) on 16 December 2014.