

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the Offer, the contents of this document or what action you should take, you should consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or another appropriately authorised independent professional adviser if you are taking advice in a territory outside the United Kingdom.

This Form of Acceptance should be read in conjunction with the accompanying Offer Document dated 16 January 2015 (the "Offer Document"). Unless the context otherwise requires, the definitions contained in the Offer Document also apply in this Form of Acceptance. The provisions of sections A and B of Part IV of the Offer Document are deemed to be incorporated in and form part of this Form of Acceptance and should be read carefully by you.

If you have sold or otherwise transferred all of your Narborough Shares (other than pursuant to the Offer), please send the reply-paid envelope (for use within the United Kingdom only) and the Offer Document (but not this personalised Form of Acceptance) as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. **However, these documents must not be forwarded, distributed or transmitted in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction.** If you have sold or otherwise transferred only part of your holding of Narborough Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Unless otherwise determined by Riverview Rubber Estates, Berhad ("Riverview") and permitted by applicable law and regulation, subject to certain exemptions, the Offer is not being, and will not be, made, directly or indirectly, in or into and will not be capable of acceptance from or within any jurisdiction where to do so would violate the laws in that jurisdiction (a "Restricted Jurisdiction"). Accordingly, unless otherwise determined by Riverview, copies of this Form of Acceptance, the Offer Document and any other accompanying document are not being and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction and persons receiving this Form of Acceptance, the Offer Document and any other accompanying document (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer. The availability of the Offer to persons who are not resident in the United Kingdom may be affected by the laws of their relevant jurisdiction. Such persons should inform themselves about and observe any applicable legal or regulatory requirements of their jurisdiction and should read paragraph 6 of Part IV of the Offer Document.

**Any person (including custodians, nominees and trustees) who would, or otherwise intends to, or may have a contractual or legal obligation to, forward this Form of Acceptance and/or the Offer Document to any jurisdiction outside the United Kingdom, should read paragraph 6 of Part IV of the Offer Document before taking any action.**

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 the clients of Cattaneo LLP, or for providing advice in relation to the Offer, the contents of this document or any offer or arrangements referred to in this document and the Offer Document.

EGR Broking Limited, is acting exclusively for Narborough and no one else in connection with the Offer and will not be responsible to anyone other than Narborough for providing the protections afforded to the clients of EGR Broking Limited or for providing advice in relation to the Offer, the contents of this document or any offer or arrangements referred to in this document and the Offer Document.

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**FORM OF ACCEPTANCE AND AUTHORITY  
MANDATORY CASH OFFER**

by

**Riverview Rubber Estates, Berhad**

to acquire the entire issued and to be issued ordinary share capital of

**The Narborough Plantations, PLC**

**Acceptances of the Offer should be received by 1.00 p.m. (London time) on 9 February 2015**

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**ACTION TO BE TAKEN**

**1. To accept the Offer:**

- (a) complete this Form of Acceptance on page 3 by following the instructions and notes for guidance set out on pages 2 and 4. In particular, if you are an individual, please sign and date in Box 4A on page 3 of this Form of Acceptance in the presence of a witness who must also sign and write his or her name and address in Box 4A on page 3. If you are a company, please execute this Form of Acceptance in Box 4B on page 3 as set out in note 4B on page 2. If you hold Narborough Shares jointly with others, you must arrange for all your co-holders to sign this Form of Acceptance; and
- (b) return this Form of Acceptance, duly completed, signed, witnessed and accompanied by your original share certificate(s) (no copies please) and/or other document(s) of title, by post or by hand (during normal business hours only) to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, Midlands B63 3DA, as soon as possible and in any event so as to arrive not later than 1.00p.m. (London time) on 9 February 2015. A reply-paid envelope (for use within the United Kingdom only) is enclosed for documents lodged by post from within the United Kingdom only. If you prefer, and at your own risk, you may first send your Form of Acceptance and original share certificate(s) and/or other documents of title to Riverview's Malaysian agent, Business Process Outsourcing Sendirian Berhad 33 (1st Floor) Jalan Dato Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia, who will then send it onto Neville Registrars for processing (as an acceptance may not be treated as valid until it reaches Neville Registrars).

In addition, please note that:

- (i) if your Narborough Share certificate(s) and/or other document(s) of title is/are with your bank, stockbroker or other agent, you should complete and sign this Form of Acceptance and arrange for it to be lodged by such agent, together with the relevant original share certificate(s) and/or other document(s) of title. If your share certificate(s) and/or other document(s) of title is/are lost, please refer to note 6 on page 4 of this Form of Acceptance; and
- (ii) if your share certificates are under different designations, you should complete a separate Form of Acceptance in respect of each designation.

**2. A Form of Acceptance which is received in an envelope postmarked in a Restricted Jurisdiction, or which otherwise appears to Riverview or its agents to have been sent from a Restricted Jurisdiction, will not constitute a valid acceptance of the Offer.**

**IF YOU ARE IN ANY DOUBT AS TO HOW TO COMPLETE THIS FORM OF ACCEPTANCE OR TO OBTAIN A FURTHER FORM OF ACCEPTANCE, PLEASE CONTACT NEVILLE REGISTRARS LIMITED, NEVILLE HOUSE, 18 LAUREL LANE, HALESOWEN, WEST MIDLANDS, B63 3DA, OR ON 0121 585 1131 FROM WITHIN THE UK OR ON +44 121 585 1131 IF CALLING FROM OUTSIDE THE UK. LINES ARE OPEN 9.00 A.M. TO 5.00 P.M. (LONDON TIME) MONDAY TO FRIDAY. CALLS TO THE HELPLINE FROM OUTSIDE THE UK WILL BE CHARGED AT THE APPLICABLE INTERNATIONAL RATE. CALLS MAY BE RECORDED AND RANDOMLY MONITORED FOR SECURITY AND TRAINING PURPOSES. THE HELPLINE CANNOT PROVIDE ADVICE ON THE MERITS OF THE OFFER NOR GIVE ANY FINANCIAL, LEGAL OR TAX ADVICE.**

**DO NOT DETACH ANY PART OF THIS FORM OF ACCEPTANCE**

**HOW TO COMPLETE THIS FORM OF ACCEPTANCE**

Please follow the instructions on this page and page 4 when completing page 3.  
Your acceptance should be received no later than 1.00 p.m. (London time) on 9 February 2015.

The provisions of sections A and B Part IV to the Offer Document are incorporated into and form part of this Form of Acceptance.

**1 REGISTERED SHAREHOLDER DETAILS**

If the name or address details shown in Box 1 on page 3 have not been completed please complete them in BLOCK CAPITALS. If the name and address details shown in Box 1 are incomplete or otherwise incorrect please place a cross in Box 6A in black ink and add

the correct details in BLOCK CAPITALS in the adjacent Box 6.

Any changes to the names however must be supported by appropriate documentation (see section 8 on page 4 of this form for further details).

**COMPLETE HERE X****2 DAYTIME TELEPHONE NUMBER**

Please insert in Box 2 your daytime telephone number (outside of any Restricted Jurisdiction) including your full dialing code in case of queries relating to the completion of this form.

**COMPLETE HERE X****3 TO ACCEPT THE OFFER**

To accept the Offer in respect of all of your Narborough Shares, please insert "ALL" in Box 3A.

To accept the Offer in respect of only PART of your holding of Narborough Shares, please instead insert in Box 3A the number of Narborough Shares for which you wish to accept the Offer.

You will also need to indicate which currency your consideration should be settled in: either GBP (£) or Ringgit Malaysia (RM) by marking box 3B for GBP or box 3C for RM. If neither these are clearly marked your consideration will be settled in GBP.

When accepting the Offer, you must also sign Box 4A or 4B in accordance with the instructions set out in

this Form of Acceptance which will constitute your acceptance of the Offer, and, if appropriate, complete Box 5 and/ or Box 6.

If no number is inserted in Box 3A, or if you insert in Box 3A a number greater than your entire holding of Narborough Shares, and, in either case, you have signed Box 4A or 4B, you will be deemed to have accepted the Offer in respect of your entire holding of Narborough Shares. Subject to the rights of withdrawal set out in paragraph 3 of Part IV of the Offer Document, such acceptance shall be irrevocable.

**COMPLETE HERE X****4A SIGNATURES OF INDIVIDUALS**

If you are an individual and wish to accept the Offer, you must sign and date Box 4A regardless of the other box(es) you complete. In the case of a joint shareholding ALL holders must sign. Each individual holder must sign in the presence of a witness who must be over 18 years of age and must not be one of the joint registered holders. The witness should state his/her name and address and sign where indicated. The same witness may witness each signature of the joint holders, if applicable. If this Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s)

signing this Form of Acceptance. You should also deliver evidence of your authority in accordance with the notes on page 4.

Family members may witness this form, providing that they are not a joint holder.

**COMPLETE HERE X****4B COMPANY SIGNATURES**

A body corporate incorporated in England and Wales may execute this Form of Acceptance under its common seal, which should be affixed and witnessed in accordance with its articles of association or other regulations.

Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Form of Acceptance as a deed by two authorised signatories (being two directors, or one director and the company secretary), or by a director of the company in the presence of a witness signing and dating in the execution part of Box 4B. A company incorporated outside England and Wales should execute this Form

of Acceptance in accordance with the provisions of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009, as amended, and the laws of the territory in which the relevant company is incorporated.

**Each such person signing should state the capacity he/she holds in the relevant company.**

In all cases, the name of the company should be inserted above the signature of the persons who have signed this Form of Acceptance.

**COMPLETE HERE X****5 RESTRICTED JURISDICTIONS**

If you are unable to give the representations and warranties required in paragraph (b) of section B of Part IV of the Offer Document, you must put "NO" in Box 5. If you do not put "NO" in Box 5, you will be deemed to have given such representations and warranties.

If you put "NO" in Box 5, then, unless Riverview exercises its right to treat your acceptance as valid, you will be deemed not to validly accept the Offer.

**COMPLETE HERE X****6 ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION**

If you are advising a change of name or address, place a cross in Box 6A in black ink and insert the relevant details adjacent to it.

If you want the consideration and/or other document(s) to be sent to somewhere other than the address set out in Box 1 (e.g. your bank, stockbroker or other agent), you should place a cross in Box 6B in black

ink and complete Box 6 (with an address outside a Restricted Jurisdiction). Box 6 must be completed by holders with registered addresses in a Restricted Jurisdiction.

**COMPLETE HERE X**

**PLEASE REMEMBER TO ENCLOSE YOUR ORIGINAL SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENTS OF TITLE**

**1**

For information purposes only your holding of Narborough Ordinary Shares as at 15 January 2015

[BARCODE]  
[FULL NAME]  
[JOINT HOLDERS, IF ANY]  
[FULL ADDRESS]

**2**

**DAYTIME TELEPHONE NUMBER**

Daytime telephone number (outside of any Restricted Jurisdiction), for use in the event of a query:

**3**

If you wish to accept the Offer in respect of ALL of your holding of Narborough Shares, please enter "ALL" in Box 3A or if you wish to accept the Offer in respect of some of your holding, instead enter the number of Shares in respect of which you wish to accept the Offer. Please also indicate in which currency you wish to receive your consideration with an "X", in box 3B for pounds sterling (GBP) or box 3C for Ringgit Malaysia.

3A   
3B GBP (£)  3C RM

**4A**

**TO ACCEPT THE OFFER, YOU MUST ALSO SIGN IN BOX 4A OR BOX 4B BELOW EXECUTION BY INDIVIDUAL HOLDERS AS A DEED.**

**In the case of joint holders, all holders must sign**

	Signature(s) of Narborough Shareholder(s) and Date	Name and address of witness	Signature of witness
1.	Signature: <input type="text"/> Date: <input type="text"/>	<input type="text"/>	<input type="text"/>
2.	Signature: <input type="text"/> Date: <input type="text"/>	<input type="text"/>	<input type="text"/>
3.	Signature: <input type="text"/> Date: <input type="text"/>	<input type="text"/>	<input type="text"/>
4.	Signature: <input type="text"/> Date: <input type="text"/>	<input type="text"/>	<input type="text"/>

**Note:** All Shareholders who are individuals should sign and date the Form of Acceptance in the presence of a witness who should also sign Box 4A in accordance with the instructions printed in note 4A on page 2. The witness must be over 18 years of age and must not be one of the joint registered holders or have any other financial interest in Narborough Shares tendered by this Form of Acceptance or the proceeds resulting from acceptance of the Offer.

**4B**

**EXECUTION BY A COMPANY AS A DEED**

**Name of Company**

Signature of director  Name of director

Signature of witness/director/secretary\*\*  Name of witness/director/secretary\*\*

Address of witness (if applicable)  Date

**\*\* Delete as appropriate**

Affix company seal here if appropriate

**5**

**RESTRICTED JURISDICTIONS**

Mark "NO" in this box below in black ink if you are UNABLE to give the representations and warranties required by paragraph (b) of section B of Part IV of the Offer Document.

**6**

If you are advising a change of name or address, place a cross in Box 6A in black ink and insert the relevant details below.

6A   
6B

**Name**

**Address**

**Post Code**

If you would like the consideration sent to an alternative address to that shown in Box 1, place a cross in Box 6B black ink and insert the relevant details in the adjacent Box

## ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS FORM

In order to be effective this Form of Acceptance must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney and each individual signature must be independently witnessed. A body corporate incorporated in England and Wales may execute this Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Form of Acceptance as a deed by two authorised signatories (being two directors, or one director and the company secretary), or by a director of the company in the presence of a witness signing and dating in the execution part of Box 4B. A company incorporated outside England and Wales should execute this Form of Acceptance in accordance with the provisions of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009, as amended, and the laws of the territory in which the relevant company is incorporated. Each such person signing should state the capacity he/she holds in the relevant company. In all cases, the name of the company should be inserted above the signature of the persons who have signed this Form of Acceptance. ALL REFERENCES TO TIME IN THIS FORM OF ACCEPTANCE ARE TO LONDON TIME.

### 1. IF A HOLDER IS AWAY FROM HOME (E.G. ABROAD OR ON HOLIDAY):

If a holder is away from home (e.g. abroad or on holiday), send this Form of Acceptance by the quickest means to the holder (unless he is in any jurisdiction where to do so would violate the laws in that jurisdiction) for execution or, if the holder has executed a power of attorney, have this Form of Acceptance signed by the attorney in the presence of a witness who must also sign this Form of Acceptance. In the latter case, the original power of attorney (or a copy duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor) must be returned with this Form of Acceptance. No other signatures are acceptable. Do not send this Form of Acceptance or the accompanying documents into any jurisdiction where to do so would violate the laws in that jurisdiction.

### 2. IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL, OR WISH TO SELL OR TRANSFER PART, OF YOUR NARBOROUGH SHARES (OTHERWISE THAN PURSUANT TO THE OFFER):

If you have sold or otherwise transferred all of your Narborough Shares (otherwise than pursuant to the Offer), do not complete this Form of Acceptance. Please send the accompanying documents (but NOT this personalised Form of Acceptance) and the enclosed reply-paid envelope (for use within the United Kingdom only), at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be mailed, distributed, forwarded or transmitted in or into any jurisdiction where to do so would violate the laws in that jurisdiction.

If you wish to sell or transfer part of your holding of Narborough Shares (other than pursuant to the Offer) and to accept the Offer in respect of the balance, but are unable to obtain the balance share certificate in time to return that share certificate by 1.00 p.m. on 9 February 2015, you should ask the stockbroker, bank or other agent through whom you make the sale or transfer to obtain the appropriate certification or endorsement from Narborough's Registrars Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen West Midlands, B63 3DA, UK ("Neville Registrars") in respect of the balance of your holding of Narborough Shares.

### 3. IF THE SOLE HOLDER HAS DIED:

If the sole holder has died, a grant of probate or letters of administration must be obtained in respect of the deceased's holding of Narborough Shares. If the grant of probate or letters of administration has/ have been registered with Neville Registrars, this Form of Acceptance must be signed by the personal representative(s) or executor(s) of the deceased holder each in the presence of an independent witness who must also sign this Form of Acceptance. This Form of Acceptance should then be lodged with Neville Registrars (in its capacity as receiving agent) at the address set out in paragraph 10 below with the related share certificate(s) and/or other documents of title.

If a grant of probate or letters of administration has/have not been registered with Neville Registrars, the personal representative(s) or prospective personal representative(s) or executor(s) should sign this Form of Acceptance each in the presence of an independent witness who must also sign this Form of Acceptance and forward it with the share certificate(s) and/or other document(s) of title to Neville Registrars at the address set out in paragraph 10 below. However, once obtained, a duly sealed copy of the grant of probate or letters of administration must be lodged by hand (during normal business hours only) or post with Neville Registrars before the consideration due under the Offer can be forwarded to the executor(s) or personal representative(s). For this purpose, photocopies of grants of probates and letters of administration are not acceptable. These documents will be returned as directed.

### 4. IF ONE OF THE JOINT HOLDERS HAS DIED:

If one of the joint holders has died, this Form of Acceptance is valid if signed by the surviving holder(s), each in the presence of an independent witness, and lodged with Neville Registrars at the address set out in paragraph 10 below with the share certificate(s) and/or other document(s) of title and accompanied by the original death certificate (or a duly certified copy of it) or a duly sealed copy of the grant of probate or letters of administration in respect of the deceased holder. For this purpose, photocopies of death certificates, grants of probates or letters of administration are not acceptable. These documents will be returned as directed.

### 5. IF YOUR NARBOROUGH SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) OF TITLE IS/ARE HELD BY YOUR STOCKBROKER, BANK OR OTHER AGENT:

If your Narborough share certificate(s) or other document(s) of title is/are held by your stockbroker, bank or other agent, you should complete this Form of Acceptance and arrange for it to be lodged by such agent with Neville Registrars at the address set out in paragraph 10 below accompanied by the share certificate(s) and/or other document(s) of title if appropriate.

If the certificate(s) or other document(s) of title is/are not readily available, you should lodge this Form of Acceptance with Neville Registrars (in its capacity as receiving agent) at the address set out in paragraph 10 below duly completed together with a note saying e.g. "certificate(s) to follow", and arrange for the certificate(s) or other document(s) to be forwarded as soon as possible thereafter. It is helpful for your agent (unless he is in any jurisdiction where to do so would violate the laws in that jurisdiction) to be informed of the full terms of the Offer.

### 6. IF YOUR NARBOROUGH SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) OF TITLE HAS/HAVE BEEN LOST:

If your Narborough share certificate(s) or other document(s) of title has/have been lost, you should complete and lodge this Form of Acceptance together with any available certificate(s) or other document(s) of title with Neville Registrars at the address set out in paragraph 10 below and request them to send you a letter of indemnity for completion. When received, the letter of indemnity should be completed in accordance with the instructions given, and lodged with Neville Registrars for validation.

### 7. IF THE FORM OF ACCEPTANCE IS SIGNED UNDER A POWER OF ATTORNEY:

If the Form of Acceptance is signed under a power of attorney, the completed Form of Acceptance, together with any share certificates(s) and/or other document(s) of title, should be lodged with Neville Registrars (in its capacity as receiving agent) at the address set out in paragraph 10 below, accompanied by the original power of attorney (or a copy duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Neville Registrars (in its capacity as receiving agent) and returned as directed.

### 8. IF YOUR FULL NAME OR OTHER PARTICULARS DIFFER FROM THOSE APPEARING ON THE CERTIFICATE(S) AND FORM OF ACCEPTANCE:

(a) Incorrect name on share certificate(s):

e.g. Name on certificate John Smith

Correct name John Smyth

Complete this Form of Acceptance by placing a cross in Box 6A and adding your correct name in BLOCK CAPITALS in Box 6. Then lodge the Form of Acceptance with Neville Registrars together with any share certificates(s) and/or other document(s) of title at the address set out in paragraph 10 below, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the share certificate(s) and the person who has signed this Form of Acceptance are one and the same person.

(b) Incorrect address: Delete the incorrect details appearing in Box 1 then place a cross in Box 6A and add your correct address in BLOCK CAPITALS in the adjacent Box .

(c) Change of name: If you have changed your name, enclose a copy of your marriage certificate or the deed poll with this Form of Acceptance for noting or, in the case of a company, a copy of the Certificate of Incorporation on the name change then place a cross in Box 6A and add your current name in BLOCK CAPITALS in the adjacent Box . These documents will be returned to you as directed.

### 9. IF YOU ARE NOT A RESIDENT OF THE UNITED KINGDOM:

The attention of Narborough Shareholders not resident in the UK or who are citizens or residents or nationals of other countries (and all custodians, trustees or nominees thereof) is drawn to paragraph 6 of Part IV of the Offer Document.

**10. PAYMENT OF CONSIDERATION:** The consideration payable under the Offer cannot be sent to you until all relevant documents have been properly completed and sent by post or by hand (during normal business hours only) to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA.

**11. INCOMPLETE FORMS:** Without prejudice to sections A and B of Part IV of the Offer Document, Riverview and/or its agents reserve the right (subject to the City Code on Takeovers and Mergers) to treat as valid any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other acceptable document(s) of title. In any event, settlement of consideration under the Offer will not be made until after the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to Riverview have been received.

**PLEASE ENSURE YOU ENCLOSE YOUR VALID ORIGINAL SHARE CERTIFICATE(S) AND/OR ANY OTHER DOCUMENT(S) OF TITLE WITH THIS FORM OF ACCEPTANCE**