

RIVERVIEW RUBBER ESTATES, BERHAD

CODE OF CONDUCT AND ETHICS

1. STANDARD OF CONDUCT

As the business environment and laws continue to become more complex, a greater demand for reasonable competence amongst company directors, management and employees has become increasingly important and this has resulted in a need to establish a standard of competence for corporate accountability which include standards of professionalism, and trustworthiness in order to uphold good corporate integrity.

The guiding principles adopted by the directors, management and employees are based on moral duty, sincerity, integrity and responsibility. The Company's code of conduct and ethics is in accordance with that expected from the respective professional bodies and the Company Directors' Code of Ethics established by the Companies Commission of Malaysia.

These principles include:

- prohibitions on using their position for personal gain;
- prohibitions on improper business practices;
- a requirement for compliance with all internal approval and authorisation procedures and legal requirements; and
- a requirement to disclose potential conflicts of interest and potential related party contracts.

2. LAWS & REGULATIONS

As a plantation company with a history of more than 80 years, Riverview ensures that it manages its business, operations and affairs in accordance with the laws and regulations of the jurisdictions in which it operates.

We work with the authorities and other organizations, both directly and indirectly through bodies such as trade associations, in developing regulations which may affect our industry.

3. OBJECTIVES

This Code is formulated with the intention of achieving the following aims:

- 3.1 To encourage high standards of honesty, integrity, ethical and law-abiding behaviour expected of directors, management and employees;
- 3.2 To foster standards to protect and promote the interests of shareholders and all stakeholders; and
- 3.2 To provide guidance to the Board to maintain the confidence of shareholders and other stakeholders in the Company's integrity.

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4. CODE OF CONDUCT

Directors, management and employees of the Company should at all times observe the following Code in the performance of their duties:

4.1. SHAREHOLDERS

- 4.1.1 We conduct our operations in accordance with accepted ethics of good corporate governance and provide timely, regular and reliable information on our activities, structure, financial situation and performance to all shareholders.
- 4.1.2 We shall endeavour to increase and add value to the shareholders through
- maximisation and protection of the shareholders' interest with long term view and strategic management.
 - creative thinking, continuous innovation and improvement activities, positively cope with the changes in market conditions and regulations of related countries.
- 4.1.3 We shall endeavour to keep the books and records correctly and transparently.
- It is our responsibility to ensure that all our business books and records are accurately maintained. In all aspects of our business, we shall adhere to the highest standards of honesty and not to engage in inaccurate, false or misleading record keeping.

4.2. BUSINESS PARTNERS

We are committed towards establishing mutually beneficial relations with our suppliers, customers and contractors. In our dealings, we expect our business partners to adhere to business ethics consistent with our own.

4.3. COMMUNITY INVOLVEMENT

- 4.3.1 We strive to be a responsible corporate citizen and as an integral part of society, to fulfil our responsibilities to communities in which we operate.
- 4.3.2 Company donations and sponsorships are part of the company's commitment to society and a way of contributing to worthy causes. Unfortunately, even legitimate donations and sponsorships sometimes have the risk of creating the appearance of bribery and corruption.
- 4.3.3 We ensure that donations and sponsorships on behalf of the company are given through legal and proper channels. Particular care must be taken in ensuring that the charities or sponsored organisations on the receiving end are valid bodies and are able to manage the funds properly.
- 4.3.4 As part of the Corporate Social Responsibility exercise, the company encourages charitable donations under reasonable circumstances and approval on a case-by-case basis from the Senior Management or Board will be required.

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4.3. COMMUNITY INVOLVEMENT (CONT'D)

4.3.5 We should also avoid situations where conflicts of interests could arise from making donations or sponsorships. Beware of making contributions to charities or sponsored organisations that may have links to government officials or their families, as this could be seen as an act to influence the official's decision in gaining benefit to the company.

4.4. HEALTH, SAFETY AND ENVIRONMENT

4.4.1. We are committed to the management of our environmental impact and to the longer-term goal of developing a sustainable business.

4.4.2. We are committed to provide a working environment which is safe, secure and free of danger, harassment, intimidation, threats and violence.

4.5. BRIBERY AND GRATIFICATION

4.5.1 A "bribe" or a "gratification" as defined in Malaysian Anti-Corruption Commission Act 2009 is:

- (a) money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage;
- (b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;
- (e) any forbearance to demand any money or money's worth or valuable thing;
- (f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and
- (g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).

4.5.2 No one shall perform any unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

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4.5 BRIBERY AND GRATIFICATION

- 4.5.3 We shall not offer, give, solicit or accept any bribes in order to achieve any business or personal advantage by engaging in transactions that contravene any applicable anti-bribery laws.
- 4.5.4 We are expected to promptly report any suspicious transactions that may indicate bribery. The Company or the individual involved may be subject to disciplinary action as well as potential liability for violation.

4.6 INTEGRITY AND CORRUPTION

- 4.6.1 We do not give or receive whether directly or indirectly bribes or other improper advantages for business or financial gain. Similarly, such unhealthy practices by our employees are not tolerated.
- 4.6.2 We shall maintain a straightforward and clear-cut relationship with business partners and abide by all reasonable contractual agreements and obligations.
- 4.6.3 We shall demonstrate independence and avoid any relationship; financial or otherwise, with business partners that could be unfairly influencing their judgment.
- 4.6.4 Should an employee find him/ herself in a position where required to deal with a related party on behalf of the company, he/ she should declare to respective superior immediately.
- 4.6.5 We shall ensure the awarding of company's business is strictly based on price and suitability with competitive quote comparison as per purchasing policy.

4.7 GIFT, ENTERTAINMENT AND HOSPITALITY

- 4.7.1. Director, management and employees shall not seek, receive, offer or give directly or indirectly gifts, entertainment, hospitality and/ or benefits as such to/ from third parties to solicit business, favors or decisions to his/her advantage unless they are nominal gifts or commemorative by nature, or the presentation of these gifts are disclosed.
- 4.7.2. Only in very limited, rare and defined cases is it permissible for employees to give or receive any gifts, entertainment and/or hospitality such as during festive seasons or during any promotional activities or where refusal of such gifts and/or entertainment might be taken as a gesture of disrespect. Such gifts, entertainment and/or hospitality may be given or accepted if the quantum is below the nominal value and the provision and acceptance is done in a bona fide manner. Refer to Gift, Entertainment and Hospitality policy.

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4.8. FACILITATION PAYMENT

- 4.8.1 Facilitation payments are unofficial, improper, small transfers of value offered or made to secure or expedite a routine or necessary action to which we are legally entitled.
- 4.8.2 We shall not offer or give facilitation payment or other improper payment in order to achieve business or personal advantages for ourselves or others.

4.9. CONFLICTS OF INTERESTS

- 4.9.1. All the directors, management and employees should avoid involving themselves in situations where there is real or apparent conflict of interest between them as individuals and the interest of the Company. Directors and management must not use their positions or knowledge gained directly or indirectly in the course of their duties or employment for private or personal advantage (directly or indirectly).
- 4.9.2. We shall not be receiving or giving gifts, benefits and/or entertainment as the position of the directors, management or employee within the Company that may lead to a conflict of interest situation.
- 4.9.3. We shall not abdicate their duties in favour of personal matters and shall not conduct oneself in such manner that will bring his private personal matters into conflict with their duties.
- 4.9.4. In addition, directors and management shall avoid any situation in which the director has any personal activities and financial interest in any entity or matter that may influence the judgement in the discharge of responsibilities. Directors and employees must not seek gain for themselves or others through misuse of their positions.
- 4.9.5. It is mandatory for all directors and management (from Assistant Estate Manager and above) to declare on his/ her and his/ her spouse direct or indirect involvement in other businesses on yearly basis via Conflict of Interest Declaration Form. In the event that the directors and management (from Assistant Estate Manager and above) become aware of any potential or actual conflict of interest, he/ she needs to disclose as soon as they become apparent and the agreement has to be sought on remedial action to resolve the conflict of interest situation. He/ she ought to take note that the Company views conflict of interest situation seriously and unresolved conflict of interest situation will result in termination of employment.

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4.10. CONFIDENTIALITY

4.10.1. Directors and management must at all times maintain and protect the confidentiality of all non-public information which may be obtained due to their positions from whatever sources. Such information shall not be used for any personal gain or in any manner that would be contrary to the law or detrimental to the objectives of the Company.

4.11. INSIDER INFORMATION AND SECURITIES TRADING

4.11.1. No director shall use for personal benefit, any price sensitive non-public information, which can affect the price of the securities of the Company when it becomes publicly known.

4.11.2. Directors are prohibited to trade in securities or to provide information to others to trade in securities of the Company until the price sensitive non-public information is publicly released.

4.11.3. Management and employee must not make illegal use to gain, directly or indirectly, an advantage for himself/ herself or any other any other person related to him/ her of specific confidential information acquired by virtue of his/ her position as an employee of the Company which if generally known might reasonably be expected to affect materially the price of the Company's shares dealings in the stock exchange.

4.12. WHISTLE BLOWER POLICY

To reinforce the practice of governance and ethics, we have a whistle blowing policy to provide an avenue for stakeholders and employees to raise genuine concerns internally or report and suspected wrongdoings, this includes fraud, misappropriation of assets, breaches of trusts or law without fear of reprisal.

This policy aims to encourage stakeholders to raise genuine concerns about possible improprieties or malpractices. Concerns should be raised with the immediate superior; if for any reason this is not possible or inappropriate, the concern should be raised to the Principal Officer as follows:

Name : Mr. Sures Naidu
Via Email : whistleblowing@riverview.com.my
Via Mail : Mark : Strictly Confidential
Riverview Rubber Estates Berhad
33 (1st Floor)
Jalan Dato' Maharajalela
30000 Ipoh, Perak

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4.12 WHISTLE BLOWER POLICY (CONT'D)

In the event where reporting to the Management is a concern, the report should be addressed to the Chairman of the Audit Committee as follows:

Name : En. Mohd. Razali bin Mohd. Amin
Via Email : ac.chairman@riverview.com.my
Via Mail : Mark : Strictly Confidential
Riverview Rubber Estates Berhad
33 (1st Floor)
Jalan Dato' Maharajalela
30000 Ipoh, Perak

The above-mentioned procedures protect the whistle blowers against reprisal and harassment. The identity of the whistleblower and the confidentiality of the matters raised are protected under this policy.

This encourages employees, suppliers and other stakeholders to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Refer to whistleblowing policy for further detail.

5. REVIEW OF CODE

The Board will review this Code from time to time and make the necessary amendments to ensure that they remain consistent with the Board's objective, current laws and practices.

6. NON-COMPLIANCE

In case of non-compliance with this Code, the relevant personnel shall investigate the matter and initiate the appropriate action in accordance with our disciplinary policy.