

CIRCULAR DATED 2 APRIL 2009

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your legal, financial, tax or other professional adviser immediately.

If you have sold or transferred all your shares in Wilmar International Limited (the “**Company**”), you should immediately forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



WILMAR INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199904785Z)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED SHARE PURCHASE MANDATE

IMPORTANT DATES AND TIMES

- | | | |
|--|---|---|
| Last date and time for lodgement of Proxy Form | : | 27 April 2009 at 10.45 a.m. |
| Date and time of Extraordinary General Meeting | : | 29 April 2009 at 10.45 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting and the Extraordinary General Meeting of the Company for the proposed amendments of Memorandum and Articles of Association of the Company to be held at 10.00 a.m. and 10.30 a.m. respectively on the same day and at the same place) |
| Place of Extraordinary General Meeting | : | Banyan Room, Lobby Level,
Shangri-La Hotel,
22 Orange Grove Road,
Singapore 258350 |

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DEFINITIONS

The following definitions shall apply throughout unless the context requires otherwise or unless otherwise stated in the Circular:–

“Act”	:	The Companies Act, Chapter 50 of Singapore, as may be amended or modified from time to time
“AGM”	:	The annual general meeting of the Company
“Articles”	:	The articles of association of the Company, as may be amended or modified from time to time
“Board”	:	The board of directors of the Company
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 2 April 2009 in relation to the proposed Share Purchase Mandate
“Company”	:	Wilmar International Limited
“Controlling Shareholder”	:	A person (a) who holds directly or indirectly 15% or more of the total number of issued Shares excluding Treasury Shares in the Company (unless the SGX-ST determines otherwise); or (b) a person who in fact exercises control over the Company, as defined under the Listing Manual
“CPF”	:	Central Provident Fund
“CPF Approved Nominees”	:	Agent banks included under the CPFIS
“CPFIS”	:	Central Provident Fund Investment Scheme
“Directors”	:	The directors of the Company as at the Latest Practicable Date
“EGM”	:	The extraordinary general meeting of the Company, notice of which is set out on pages 23 and 24 of this Circular
“FY2008”	:	Financial year ended 31 December 2008
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	20 March 2009, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
“MAA EGM”	:	The extraordinary general meeting of the Company in relation to the proposed amendments of Memorandum and Articles of Association of the Company to be held at 10.30 a.m. on the same day and at the same place as the EGM
“Market Day”	:	A day on which SGX-ST is open for securities trading
“Notice of EGM”	:	The notice of the EGM as set out on pages 23 and 24 of this Circular
“Ordinary Resolution”	:	The ordinary resolution as set out in the Notice of EGM

DEFINITIONS

“Off-Market Share Purchase”	:	A Share Purchase by the Company (if effected otherwise than on the SGX-ST) pursuant to an equal access scheme (as defined under Section 76C of the Act) for the purchase of Shares from the Shareholders
“On-Market Share Purchase”	:	A Share Purchase by the Company effected on the SGX-ST through ready market, through one or more duly licensed stockbrokers appointed by the Company for the purpose
“Proxy Form”	:	The proxy form in respect of the EGM as set out in this Circular
“Registrar”	:	Registrar of Companies appointed under the Act and includes any Deputy or Assistant Registrar of Companies
“Securities Account”	:	The securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with the Shares
“Share Purchase”	:	Purchase of Shares by the Company pursuant to the Share Purchase Mandate
“Share Purchase Committee”	:	A committee comprising Directors of the Company duly authorised, appointed and nominated by the Board to administer the Share Purchase Mandate
“Share Purchase Mandate”	:	The proposed general mandate to authorise the Directors of the Company to purchase, on behalf of the Company, Shares in accordance with the terms as set out in this Circular
“Shares”	:	Ordinary shares in the capital of the Company
“SIC”	:	Securities Industry Council of Singapore
“Substantial Shareholder”	:	A person who has an interest in not less than 5% of the issued voting shares of the Company
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as may be amended or modified from time to time
“Treasury Shares”	:	Shares which (a) were (or are treated as having been) purchased by the Company in circumstances which Section 76H of the Act applies and (b) have been held by the Company continuously since the purchase was made
“WHPL”	:	Wilmar Holdings Pte Ltd (in members’ voluntary liquidation)
“S\$” and “cents”	:	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore

DEFINITIONS

“US\$” and “US cents”	:	United States dollars and cents respectively, the lawful currency of the United States of America
“%” or “per cent.”	:	Percentage or per centum

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Act.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Act.

Words denoting the singular shall, where applicable, include the plural and *vice versa* and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Act, the Listing Manual or the Take-over Code or any statutory modification thereof, and used in this Circular shall, where applicable, have the meaning assigned to it under the Act, the Listing Manual or the Take-over Code or any such statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

WILMAR INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199904785Z)

Directors:-

Kuok Khoon Hong
Martua Sitorus
Chua Phuay Hee
Teo Kim Yong
Lee Hock Kuan
Kuok Khoon Ean
Kuok Khoon Ho
John Daniel Rice
Yeo Teng Yang
Leong Horn Kee
Tay Kah Chye
Kwah Thiam Hock

Registered Office:-

56 Neil Road
Singapore 088830

2 April 2009

To: The Shareholders of Wilmar International Limited

Dear Sir/Madam,

THE PROPOSED SHARE PURCHASE MANDATE

1. INTRODUCTION

The purpose of this Circular is to provide Shareholders with information relating to the proposed adoption of Share Purchase Mandate. Approval of Shareholders for the Share Purchase Mandate by way of Ordinary Resolution will be sought at the EGM to be held on 29 April 2009 at 10.45 a.m., (or as soon as practicable thereafter following the conclusion or adjournment of the AGM and the MAA EGM to be held at 10.00 a.m. and 10.30 a.m. respectively, on the same day and at the same place), notice of which is set out on pages 23 and 24 of this Circular.

2. THE PROPOSED SHARE PURCHASE MANDATE

2.1 Introduction

2.1.1 Under the Act, a company may purchase its own ordinary shares, stocks and preference shares if its articles of association allow it to do so. Article 54(2) of the Articles permits the Company to, *inter alia*, purchase or otherwise acquire, its Shares. However, the current Articles do not provide for the Company to hold Shares purchased as Treasury Shares. In connection with this, the Company will be seeking Shareholders' approval at the MAA EGM to amend its Articles to expressly allow the Company, to purchase or acquire (other than its issued Shares) *inter alia*, stocks and preference shares (as provided under the Act) and to allow the Company the option to hold the Shares purchased under the Share Purchase Mandate as Treasury Shares.

2.1.2 Any purchase or acquisition of Shares by the Company would have to be made in accordance with and in the manner prescribed by the Act and the Listing Manual and such other laws and regulations as may, for the time being, be applicable.

2.1.3 It is also a requirement that a company which wishes to purchase or acquire its own shares should obtain approval of its shareholders to do so at a general meeting. Accordingly, Shareholders' approval is being sought for the Share Purchase Mandate.

LETTER TO SHAREHOLDERS

2.1.4 The Share Purchase Mandate, if approved by Shareholders, will remain in force until the date on which the next AGM of the Company is held or required by law to be held (when it will lapse unless it is renewed) or the date on which the Share Purchases are carried out to the full extent mandated, whichever is the earlier unless prior to that, it is varied or revoked by resolution of the Shareholders in general meeting.

2.2 Rationale

2.2.1 The Share Purchase Mandate would give the Company the flexibility to undertake Share Purchases at any time, subject to market conditions, during its validity period. The Directors believe that the Share Purchase Mandate will provide the Company with a mechanism to facilitate the return of any surplus cash in excess of the Group's working capital requirements in an expedient and cost-efficient manner. The Directors further believe that Share Purchases may also buffer short-term share price volatility and offset the effects of share price speculation. Where Shares are purchased by the Company and are held as Treasury Shares, it will also enable the Company to transfer the Treasury Shares for the purposes of the Company's employees' share option scheme(s).

2.2.2 If and when circumstances permit, the Share Purchase Committee will decide whether to effect the Share Purchases via On-Market Share Purchases or Off-Market Share Purchases, after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

2.2.3 The Share Purchases would be made only as and when the Share Purchase Committee considers it to be in the best interests of the Company and in appropriate circumstances which the Share Purchase Committee believes will not result in any material adverse effect on the liquidity and the orderly trading of the Shares, as well as the working capital requirements and the gearing level of the Group.

3. **TERMS OF THE SHARE PURCHASE MANDATE**

The terms of the Share Purchases by the Company under the proposed Share Purchase Mandate are set out below:-

3.1 Maximum number of Shares

3.1.1 Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired pursuant to the Share Purchase Mandate shall not exceed 10% of the total number of issued Shares as at the date of the last AGM of the Company held before the resolution authorising the Share Purchase Mandate is passed or as at the date the resolution authorising the Share Purchase Mandate is passed, whichever is the higher. Under the Act, any Shares which are held as Treasury Shares will be disregarded for the purpose of computing the 10% limit.

3.1.2 For illustrative purposes only, on the basis of 6,385,681,185 issued Shares as at the Latest Practicable Date, and assuming that no further Shares are issued prior to the EGM, not more than 638,568,118 Shares (representing 10% of the total number of issued Shares as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate during the duration referred to in Section 3.2 (a) below.

3.2 Duration of Authority

(a) Under the proposed Share Purchase Mandate, Share Purchases may be made, at any time and from time to time, on and from the date of the EGM, at which the proposed Share Purchase Mandate is approved, up to:-

- (i) the date on which the next AGM of the Company is held or required by law to be held;
or
- (ii) the date on which the Share Purchases are carried out to the full extent mandated; or

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- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting,

whichever is the earliest.

- (b) The authority conferred on the Board by the Share Purchase Mandate to purchase Shares may be renewed at the next AGM.

3.3 Manner of Share Purchases

- (a) Share Purchases may be made by way of:–

- (i) an On-Market Share Purchase; and/or

- (ii) an Off-Market Share Purchase.

- (b) The Share Purchase Committee may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. However, an Off-Market Share Purchase effected in accordance with an equal access scheme must satisfy all the following conditions:–

- (i) offers under the scheme are to be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:–

- (1) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;

- (2) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid (if applicable); and

- (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

- (c) In addition, the Listing Manual provides that, in making an Off-Market Share Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:–

- (i) the terms and conditions of the offer;

- (ii) the period and procedures for acceptance;

- (iii) the reasons for the proposed Share Purchase;

- (iv) the consequences, if any, of Share Purchases that will arise under the Take-over Code or other applicable take-over rules;

- (v) whether the Share Purchase, if made, could affect the listing of the Shares on the SGX-ST; and

- (vi) details of any Share Purchases made by the Company during the previous 12 months (whether On-Market Share Purchases or Off-Market Share Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Purchases, where relevant, and the total consideration paid for such Share Purchases.

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3.4 Maximum Purchase Price

- (a) The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Share Purchase Committee.
- (b) However, the purchase price to be paid for the Shares pursuant to the Share Purchase Mandate must not exceed:–
 - (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and
 - (ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price of the Shares,(the “**Maximum Price**”) in either case, excluding related expenses of the Share Purchase.
- (c) For the above purposes, “**Average Closing Price**” means the average of the closing market prices of a Share over the last 5 Market Days, on which transactions in the Shares were recorded, before the day on which the On-Market Share Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Share Purchase and deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Days.

4. STATUS OF PURCHASED SHARES UNDER THE SHARE PURCHASE MANDATE

- 4.1 Under Section 76B of the Act, any Share which is purchased shall, unless held as a Treasury Share, be deemed cancelled immediately on purchase, and all rights and privileges attached to that Share will expire on cancellation. All Shares purchased by the Company, unless held as Treasury Shares, will be automatically delisted by the SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase.
- 4.2 The current Articles do not provide for the Company to hold Shares purchased as Treasury Shares. The concept of Treasury Shares was only introduced via the Companies (Amendment) Act 2005 of Singapore on 30 January 2006. In this connection, subject to the approval of Shareholders at the MAA EGM, the Company proposes to amend its Articles to provide, *inter alia*, the Company with the option to hold the Shares purchased under the Share Purchase Mandate as Treasury Shares.
- 4.3 Some of the provisions on Treasury Shares under the Act are summarised below:–

- (a) Maximum Holdings

The number of Shares held as Treasury Shares shall not at any time exceed 10% of the total number of issued Shares and the Company shall be entered in the Register of Members or the Depository Register, as the case may be, as the member holding those Shares.

- (b) Voting and Other Rights

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote in respect of Treasury Shares and the Treasury Shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company’s assets may be made, to the Company in respect of the Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a sub-division or consolidation of any Treasury Share into Treasury Shares of a smaller amount is allowed so long as the total value of the Treasury Shares after the sub-division or consolidation is the same as before.

LETTER TO SHAREHOLDERS

(c) Disposal and Cancellation

Where Shares purchased or acquired by the Company are held as Treasury Shares, the Company may at any time:–

- (i) sell the Treasury Shares (or any of them) for cash;
- (ii) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to an employees' share scheme;
- (iii) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance.

4.4 The Shares purchased under the Share Purchase Mandate will be held as Treasury Shares or cancelled by the Company taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

4.5 In addition, under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of Treasury Shares, stating the following:–

- (a) date of the sale, transfer, cancellation and/or use;
- (b) purpose of such sale, transfer, cancellation and/or use;
- (c) number of Treasury Shares sold, transferred, cancelled and/or used;
- (d) number of Treasury Shares before and after such sale, transfer, cancellation and/or use;
- (e) percentage of the number of Treasury Shares against the total number of Shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (f) value of the Treasury Shares if they are used for a sale or transfer, or cancelled.

5. REPORTING REQUIREMENTS

5.1 Within 30 days of the passing of a Shareholders' resolution to approve or renew the Share Purchase Mandate, the Company shall lodge a copy of such resolution with the Registrar.

5.2 The Company shall lodge with the Registrar a notice of Share Purchase within 30 days of such Share Purchase. Such notification shall include the date of the purchases, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Treasury Shares held, the Company's issued share capital before and after the purchases, the amount of consideration paid by the Company for the purchases, whether the Shares were purchased out of the profits or the capital of the Company and such other particulars as may be required in the prescribed form.

5.3 Within 30 days of the cancellation or disposal of Treasury Shares in accordance with the Act, the Company shall lodge with the Registrar a notice of the cancellation or disposal of Treasury Shares with such particulars as may be required in the prescribed form.

6. SOURCE OF FUNDS

6.1 The Company may only apply funds for the Share Purchases in accordance with the applicable laws in Singapore. The Company may not purchase its Shares for a consideration other than in cash and in the case of an On-Market Share Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

LETTER TO SHAREHOLDERS

- 6.2 The Company intends to use internal sources of funds or external borrowings, or a combination of both, to finance its Share Purchases.
- 6.3 The Act stipulates that any purchases of Shares may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the Share Purchases is made out of profits, such consideration will correspondingly reduce the amount of profits available for the distribution of cash dividends by the Company. However, where the consideration paid by the Company for the Share Purchases is made out of capital, the amount of profits available for the distribution of cash dividends by the Company will not be reduced.

7. FINANCIAL EFFECTS

- 7.1 The financial effects on the Company and the Group arising from the Share Purchases will depend on, *inter alia*, whether the Share Purchases are made by way of On-Market Share Purchases or Off-Market Share Purchases, the price paid for such Shares and whether the Shares are held in treasury or cancelled.
- 7.2 **For illustrative purposes only**, the financial effects on the Company and the Group arising from the Share Purchases, based on the audited financial statements of the Company and the Group for the FY2008, are prepared assuming the following:–
- (a) the Share Purchases comprised 638,568,118 Shares (representing the maximum 10% allowed under the Share Purchase Mandate of the 6,385,681,185 issued Shares, as at the Latest Practicable Date);
 - (b) in the case of On-Market Share Purchases, the Maximum Price was S\$3.26 (being 5% above the Average Closing Price prior to the Latest Practicable Date) and accordingly, the maximum amount of funds (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) required for effecting such On-Market Share Purchases would amount to approximately US\$1,455,451,349;
 - (c) in the case of Off-Market Share Purchases, the Maximum Price was S\$3.72 (being 20% above the Average Closing Price prior to the Latest Practicable Date) and accordingly, the maximum amount of funds (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) required for effecting such Off-Market Share Purchases would amount to approximately US\$1,660,821,785;
 - (d) the Share Purchases were made out of the Company's capital and profits as the Company has decided that any Share Purchases made under the Share Purchase Mandate for which approval is sought, will be made out of capital and profits;
 - (e) the Share Purchases took place on 1 January 2008 and the Shares purchased were (i) cancelled; or (ii) held as Treasury Shares; and
 - (f) the Share Purchases were financed by a combination of internal source of funds and external short-term bank borrowings.

LETTER TO SHAREHOLDERS

A(i) On-Market Share Purchases

Assuming the purchased Shares are cancelled:-

	Group		Company	
	Before Share Purchases US\$'000	After Share Purchases US\$'000	Before Share Purchases US\$'000	After Share Purchases US\$'000
<u>As at 31 December 2008</u>				
Share capital	8,402,547	6,947,096	8,838,686	7,383,235
Reserves	1,203,914	1,203,914	435,855	435,855
Net asset value (NAV)	9,606,461	8,151,010	9,274,541	7,819,090
Current assets	8,293,282	7,565,557	1,414,556	1,336,553
Current liabilities	5,922,768	6,650,494	84,717	1,462,165
Total borrowings	5,283,565	6,011,291	950,311	2,327,759
Less: Cash and bank balances	2,893,102	2,165,377	78,003	–
Net debt ⁽¹⁾	2,390,463	3,845,914	872,308	2,327,759
Profit after tax and minority interests	1,530,990	1,530,990	409,327	409,327
Number of shares as at 31 December 2008 ('000)	6,385,681	5,747,113	6,385,681	5,747,113
<u>Financial Ratios</u>				
NAV per share ⁽²⁾ (US cents per share)	150.44	141.83	145.24	136.05
Gross debt gearing ⁽³⁾ (times)	0.55	0.74	0.10	0.30
Net debt gearing ⁽⁴⁾ (times)	0.25	0.47	0.09	0.30
Current ratio ⁽⁵⁾ (times)	1.40	1.14	16.70	0.91
Basic EPS ⁽⁶⁾ (US cents per share)	23.98	26.64	6.41	7.12

Notes:-

- (1) "Net debt" represents total borrowings less cash and bank balances.
- (2) "NAV per share" represents net asset value divided by the number of Shares as at 31 December 2008.
- (3) "Gross debt gearing" represents total borrowings divided by shareholders' funds.
- (4) "Net debt gearing" represents net debt divided by shareholders' funds.
- (5) "Current ratio" represents current assets divided by current liabilities.
- (6) "Basic EPS" represents profit after tax and minority interests divided by the number of Shares as at 31 December 2008.

LETTER TO SHAREHOLDERS

A(ii) On-Market Share Purchases

Assuming the purchased Shares are held as Treasury Shares:-

	Group		Company	
	Before Share Purchases US\$'000	After Share Purchases US\$'000	Before Share Purchases US\$'000	After Share Purchases US\$'000
<u>As at 31 December 2008</u>				
Share capital	8,402,547	8,402,547	8,838,686	8,838,686
Treasury shares	–	(1,455,451)	–	(1,455,451)
Reserves	1,203,914	1,203,914	435,855	435,855
Net asset value (NAV)	9,606,461	8,151,010	9,274,541	7,819,090
Current assets	8,293,282	7,565,557	1,414,556	1,336,553
Current liabilities	5,922,768	6,650,494	84,717	1,462,165
Total borrowings	5,283,565	6,011,291	950,311	2,327,759
Less: Cash and bank balances	2,893,102	2,165,377	78,003	–
Net debt ⁽¹⁾	2,390,463	3,845,914	872,308	2,327,759
Profit after tax and minority interests	1,530,990	1,530,990	409,327	409,327
Number of shares as at 31 December 2008 ('000)	6,385,681	6,385,681	6,385,681	6,385,681
<u>Financial Ratios</u>				
NAV per share ⁽²⁾ (US cents per share)	150.44	127.65	145.24	122.45
Gross debt gearing ⁽³⁾ (times)	0.55	0.74	0.10	0.30
Net debt gearing ⁽⁴⁾ (times)	0.25	0.47	0.09	0.30
Current ratio ⁽⁵⁾ (times)	1.40	1.14	16.70	0.91
Basic EPS ⁽⁶⁾ (US cents per share)	23.98	23.98	6.41	6.41

Notes:-

- (1) "Net debt" represents total borrowings less cash and bank balances.
- (2) "NAV per share" represents net asset value divided by the number of Shares as at 31 December 2008.
- (3) "Gross debt gearing" represents total borrowings divided by shareholders' funds.
- (4) "Net debt gearing" represents net debt divided by shareholders' funds.
- (5) "Current ratio" represents current assets divided by current liabilities.
- (6) "Basic EPS" represents profit after tax and minority interests divided by the number of Shares as at 31 December 2008.

LETTER TO SHAREHOLDERS

B(i) Off-Market Share Purchases

Assuming the purchased Shares are cancelled:-

	Group		Company	
	Before Share Purchases US\$'000	After Share Purchases US\$'000	Before Share Purchases US\$'000	After Share Purchases US\$'000
<u>As at 31 December 2008</u>				
Share capital	8,402,547	6,741,725	8,838,686	7,177,864
Reserves	1,203,914	1,203,914	435,855	435,855
Net asset value (NAV)	9,606,461	7,945,639	9,274,541	7,613,719
Current assets	8,293,282	7,462,871	1,414,556	1,336,553
Current liabilities	5,922,768	6,753,179	84,717	1,667,536
Total borrowings	5,283,565	6,113,976	950,311	2,533,130
Less: Cash and bank balances	2,893,102	2,062,691	78,003	–
Net debt ⁽¹⁾	2,390,463	4,051,285	872,308	2,533,130
Profit after tax and minority interests	1,530,990	1,530,990	409,327	409,327
Number of shares as at 31 December 2008 ('000)	6,385,681	5,747,113	6,385,681	5,747,113
<u>Financial Ratios</u>				
NAV per share ⁽²⁾ (US cents per share)	150.44	138.25	145.24	132.48
Gross debt gearing ⁽³⁾ (times)	0.55	0.77	0.10	0.33
Net debt gearing ⁽⁴⁾ (times)	0.25	0.51	0.09	0.33
Current ratio ⁽⁵⁾ (times)	1.40	1.11	16.70	0.80
Basic EPS ⁽⁶⁾ (US cents per share)	23.98	26.64	6.41	7.12

Notes:-

- (1) "Net debt" represents total borrowings less cash and bank balances.
- (2) "NAV per share" represents net asset value divided by the number of Shares as at 31 December 2008.
- (3) "Gross debt gearing" represents total borrowings divided by shareholders' funds.
- (4) "Net debt gearing" represents net debt divided by shareholders' funds.
- (5) "Current ratio" represents current assets divided by current liabilities.
- (6) "Basic EPS" represents profit after tax and minority interests divided by the number of Shares as at 31 December 2008.

LETTER TO SHAREHOLDERS

B(ii) Off-Market Share Purchases

Assuming the purchased Shares are held as Treasury Shares:-

	Group		Company	
	Before Share Purchases US\$'000	After Share Purchases US\$'000	Before Share Purchases US\$'000	After Share Purchases US\$'000
<u>As at 31 December 2008</u>				
Share capital	8,402,547	8,402,547	8,838,686	8,838,686
Treasury shares	–	(1,660,822)	–	(1,660,822)
Reserves	1,203,914	1,203,914	435,855	435,855
Net asset value (NAV)	9,606,461	7,945,639	9,274,541	7,613,719
Current assets	8,293,282	7,462,871	1,414,556	1,336,553
Current liabilities	5,922,768	6,753,179	84,717	1,667,536
Total borrowings	5,283,565	6,113,976	950,311	2,533,130
Less: Cash and bank balances	2,893,102	2,062,691	78,003	–
Net debt ⁽¹⁾	2,390,463	4,051,285	872,308	2,533,130
Profit after tax and minority interests	1,530,990	1,530,990	409,327	409,327
Number of shares as at 31 December 2008 ('000)	6,385,681	6,385,681	6,385,681	6,385,681
<u>Financial Ratios</u>				
NAV per share ⁽²⁾ (US cents per share)	150.44	124.43	145.24	119.23
Gross debt gearing ⁽³⁾ (times)	0.55	0.77	0.10	0.33
Net debt gearing ⁽⁴⁾ (times)	0.25	0.51	0.09	0.33
Current ratio ⁽⁵⁾ (times)	1.40	1.11	16.70	0.80
Basic EPS ⁽⁶⁾ (US cents per share)	23.98	23.98	6.41	6.41

Notes:-

- (1) "Net debt" represents total borrowings less cash and bank balances.
- (2) "NAV per share" represents net asset value divided by the number of Shares as at 31 December 2008.
- (3) "Gross debt gearing" represents total borrowings divided by shareholders' funds.
- (4) "Net debt gearing" represents net debt divided by shareholders' funds.
- (5) "Current ratio" represents current assets divided by current liabilities.
- (6) "Basic EPS" represents profit after tax and minority interests divided by the number of Shares as at 31 December 2008.

The financial effects set out above are purely for illustrative purposes only. Although the proposed Share Purchase Mandate would authorise the Company to buy back up to 10% of the total number of issued Shares (excluding Treasury Shares) as at the date that the Share Purchase Mandate is obtained, the Company may not necessarily buy back or be able to buy back 10% of the total number of issued Shares (excluding Treasury Shares) in full.

LETTER TO SHAREHOLDERS

8. TAX IMPLICATIONS ARISING FROM SHARE PURCHASES

Shareholders who are in doubt as to their respective tax positions or any tax implications of Share Purchases by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

9. LISTING MANUAL

- 9.1 The Listing Manual specifies that a listed company shall notify the SGX-ST of any On-Market Share Purchases not later than 9.00 a.m. on the Market Day following the day on which the On-Market Share Purchase was made, and of any Off-Market Share Purchases not later than 9.00 a.m. on the second Market Day after the close of acceptance of the offer for the Off-Market Share Purchase. The notification of such Share Purchases to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.
- 9.2 While the Listing Manual does not expressly prohibit purchase of shares by a listed company during any particular time or times, the Company will not undertake Share Purchases after a price sensitive development has occurred or has been the subject of a consideration and/or a decision of the Board until such time as the price sensitive information has been publicly announced. In particular, the Company will not buy any Shares during the period commencing 2 weeks before the announcement of the Company's results for each of the first, second and third quarters of its financial year, or one month before the announcement of the Company's annual results, as the case may be, and ending on the date of announcement of the relevant results.
- 9.3 The Listing Manual requires a listed company to ensure that at least 10% of the total number of issued Shares excluding Treasury Shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public. The "public", as defined under the Listing Manual, are persons other than the directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company or its subsidiaries, as well as the associates of such persons. Based on the Registers of Directors' Shareholdings maintained by the Company and its subsidiaries and the Register of Substantial Shareholders maintained by the Company and the information received by the Company as at the Latest Practicable Date, there are 869,955,244 Shares held by public Shareholders, representing approximately 13.6% of the total number of issued Shares.
- 9.4 In undertaking any Share Purchases, the Share Purchase Committee will use their best efforts to ensure that, notwithstanding such Share Purchases, a sufficient float held by the public will be maintained so that the Share Purchases will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

LETTER TO SHAREHOLDERS

10. TAKE-OVER CODE IMPLICATIONS ARISING FROM SHARE PURCHASES

- 10.1 The resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following any Share Purchases, will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code ("**Rule 14**"). Consequently, depending on the number of Shares purchased by the Company and the Company's total number of issued Shares at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make an offer under Rule 14.
- 10.2 Under the Take-over Code, persons acting in concert or concert parties comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert, namely, (i) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts), and (ii) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with one another, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforesaid for the purchase of voting rights. For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.
- 10.3 The circumstances under which Shareholders (including directors of the Company) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code ("**Appendix 2**").
- 10.4 In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such directors and their concert parties would increase to 30% or more, or, in the event that such directors and their concert parties hold between 30% and 50% of the voting rights in the Company, the voting rights of such directors and their concert parties would increase by more than 1% in any period of 6 months. In calculating the percentages of voting rights of such directors and their concert parties, Treasury Shares shall be excluded.
- 10.5 Under Appendix 2, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the voting rights in the Company, the voting rights of such Shareholder would increase by more than 1% in any period of 6 months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.
- 10.6 Shareholders and their concert parties will be subject to the provisions of Rule 14 if they acquire any Shares after the Company's Share Purchases. For the purpose of the Take-over Code, an increase in the percentage of voting rights as a result of the Share Purchases will be taken into account in determining whether a Shareholder and persons acting in concert with him have increased their voting rights by more than 1% in any period of 6 months.
- 10.7 If the Company decides to cease the purchase of Shares before it has purchased in full such number of Shares authorised by its Shareholders at the latest AGM, the Company will promptly inform its Shareholders of such cessation. This will assist Shareholders to determine if they can buy any more Shares without incurring an obligation under Rule 14.

LETTER TO SHAREHOLDERS

- 10.8 Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders before and after the purchase of Shares pursuant to the Share Purchase Mandate, assuming (i) the Company purchases the maximum 10% of the total number of issued Shares, and (ii) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or which they are deemed interested in, will be as follows:-

	Before Share Purchases (No. of Shares)			Before Share Purchases	After Share Purchases
	Direct Interest	Deemed Interest	Total Interest	% ⁽¹²⁾	% ⁽¹³⁾
Directors					
Kuok Khoon Hong	–	3,076,814,017	3,076,814,017	48.18	53.54
Martua Sitorus	4,338,000	3,074,362,557	3,078,700,557	48.21	53.57
Chua Phuay Hee	250,000	–	250,000	n.m. ⁽¹¹⁾	n.m. ⁽¹¹⁾
Teo Kim Yong	1,850,000	–	1,850,000	0.03	0.03
Lee Hock Kuan ⁽¹⁾	310,000	61,000	371,000	0.01	0.01
Kuok Khoon Ean ⁽²⁾	–	486,400	486,400	0.01	0.01
Kuok Khoon Ho ⁽³⁾	–	639,000	639,000	0.01	0.01
John Daniel Rice	–	–	–	–	–
Yeo Teng Yang	–	–	–	–	–
Leong Horn Kee	–	–	–	–	–
Tay Kah Chye	–	–	–	–	–
Kwah Thiam Hock	–	–	–	–	–
Substantial Shareholders					
WHPL ⁽⁴⁾	3,074,362,557	–	3,074,362,557	48.14	53.49
Wilmar International Holdings Limited (in members' voluntary liquidation) ⁽⁵⁾	–	3,074,362,557	3,074,362,557	48.14	53.49
Kuok Khoon Hong ^{(5)&(6)}	–	3,076,814,017	3,076,814,017	48.18	53.54
Martua Sitorus ⁽⁵⁾	4,338,000	3,074,362,557	3,078,700,557	48.21	53.57
Golden Parklane Limited ⁽⁵⁾	–	3,074,362,557	3,074,362,557	48.14	53.49
Archer Daniels Midland Company ^{(5)&(7)}	–	3,501,604,224	3,501,604,224	54.84	60.93
Archer Daniels Midland Asia-Pacific Limited ⁽⁵⁾	70,841,892	3,074,362,557	3,145,204,449	49.25	54.73
Global Cocoa Holdings Ltd	356,399,775	–	356,399,775	5.58	6.20
FFM Berhad	592,783,628	–	592,783,628	9.28	10.31
PPB Group Berhad ⁽⁸⁾	559,077,627	604,157,128	1,163,234,755	18.22	20.24
Kuok Brothers Sdn Berhad ^{(8)&(9)}	230,000	1,164,554,955	1,164,784,955	18.24	20.27
Kerry Group Limited ⁽¹⁰⁾	–	535,326,678	535,326,678	8.38	9.31

Notes:-

- (1) Mr Lee Hock Kuan is deemed interested in 61,000 Shares held by his spouse, Madam Ting Eng Nguek.
- (2) Mr Kuok Khoon Ean is deemed interested in 394,400 Shares held by Balkane Investment Pte Ltd and 92,000 Shares held by Safetide Sdn Bhd.
- (3) Mr Kuok Khoon Ho is deemed interested in 110,000 Shares held by Top Notch Limited and 529,000 Shares held by Pedaso Sdn Bhd.
- (4) WHPL holds 3,074,362,557 Shares.
- (5) Wilmar International Holdings Limited (in members' voluntary liquidation) ("WIHL") is the parent company of WHPL. Pursuant to Section 7 of the Act, WIHL is deemed to be interested in 3,074,362,557 Shares held by WHPL. Accordingly, Mr Kuok Khoon Hong, Mr Martua Sitorus, Golden Parklane Limited, Archer Daniels Midland Company ("ADM") and Archer Daniels Midland Asia-Pacific Limited ("ADM-AP") are also deemed to be interested in such Shares via their interests in WIHL.

LETTER TO SHAREHOLDERS

- (6) Mr Kuok Khoon Hong is also deemed to be interested in 144,000 Shares held by Kuok Hock Swee & Sons Sdn Bhd; 2,182,460 Shares held by HPRY Holdings Limited and 125,000 Shares held by Pearson Investments Limited.
- (7) ADM is also deemed to be interested in 70,841,892 Shares held by ADMAP and 356,399,775 Shares held by Global Cocoa Holdings Ltd.
- (8) PPB Group Berhad and Kuok Brothers Sdn Berhad are deemed to be interested in 592,783,628 Shares held by FFM Berhad and 11,373,500 Shares held by Hexarich Sdn Bhd.
- (9) Kuok Brothers Sdn Berhad is deemed to be interested in 559,077,627 Shares held by PPB Group Berhad, 1,274,200 Shares held by Gaintique Sdn Bhd, 23,000 Shares in Min Tien & Co Sdn Bhd and 23,000 Shares in Hoe Sen (Mersing) Sdn Bhd.
- (10) Kerry Group Limited is deemed to be interested in 213,211,778 Shares held by Harpole Resources Limited, 23,000 Shares held by Chipchase Limited, 175,000 Shares held by Athena Equities Holding Limited, 32,093,900 Shares held by Dalex Investments Limited, 3,748,000 Shares held by Natalon Company Limited, 475,000 Shares held by Kerry Asset Management Limited and 285,600,000 Shares held by Noblespirit Corporation.
- (11) Not meaningful.
- (12) As a percentage of the total number of issued Shares as at the Latest Practicable Date, comprising 6,385,681,185 Shares.
- (13) As a percentage of the total number of issued Shares, comprising 5,747,113,067 Shares (assuming that the Company purchases the maximum number of 638,568,118 Shares under the Share Purchase Mandate).

In addition to the above, based on the Register of Directors' Shareholdings, the interests of Directors in the Company's US\$600,000,000 convertible bonds due 2012 as at the Latest Practicable Date were as follows:

	Direct Interest US\$	Deemed Interest US\$	Total Interest US\$
Kuok Khoon Hong	–	2,500,000	2,500,000
Martua Sitorus	1,000,000	–	1,000,000
Teo Kim Yong	800,000	–	800,000

- 10.9 Based on 6,385,681,185 issued Shares of the Company as at the Latest Practicable Date, WHPL holds 3,074,362,557 Shares representing approximately 48.14% of the issued Shares. The concert parties of WHPL are, WIHL, the parent company of WHPL, Mr Kuok Khoon Hong, Mr Martua Sitorus and Mr Chua Phuay Hee who are directors of WHPL (and also Directors of the Company).
- 10.10 As at the Latest Practicable Date, WHPL and its concert parties hold approximately 48.25% of the total number of issued Shares. The Company had been informed by WHPL that its shareholders had on 3 February 2009 approved the voluntary liquidation of WHPL. In connection with the liquidation, the Shares that are held by WHPL will be distributed *in specie* to the shareholders of WHPL. WHPL had also informed the Company that pending final liquidation, WHPL may undertake an interim distribution *in specie* of approximately 40% of the Shares held by it to its Shareholders (the "**Interim Distribution**"). The remaining 60% of the Shares held by WHPL will be distributed to its shareholders and/or sold by the conclusion of its liquidation, which may take up to 18 months (from 3 February 2009) to complete. Upon the conclusion of the liquidation, WHPL will no longer hold any Shares.

On the basis that the Interim Distribution is effected and assuming the Company purchases in full 10% of its Shares pursuant to the Share Purchase Mandate, based on information available as at the Latest Practicable Date, the aggregate Shares held by WHPL and its concert parties will increase from approximately 38.26% (as a percentage of the total number of issued Shares as at the Latest Practicable Date, comprising 6,385,681,185 Shares) to approximately 42.51% (as a percentage of the total number of issued Shares, comprising 5,747,113,067 Shares after the Company purchases in full 10% of its Shares). Under the Take-over Code, WHPL and its concert parties would incur a mandatory take-over obligation for the Shares, unless exempted by the SIC.

LETTER TO SHAREHOLDERS

10.11 WHPL has sought a ruling from SIC in relation to the obligations of WHPL and its concert parties to make a take-over offer under Rule 14 in respect of any Share Purchases undertaken by the Company under the Share Purchase Mandate, if approved by the Shareholders during the EGM.

SIC had on 2 March 2009 exempted WHPL and its concert parties from the requirement to make a mandatory offer under Rule 14 of the Take-over Code in the case where WHPL and its concert parties' percentage of total voting rights in the Company increases by more than 1% in any 6-month period as a result of the Company buying back Shares under the Share Purchase Mandate, subject to the following conditions:-

- (a) the circular on the resolution to approve the Share Purchase Mandate contains advice to the effect that by voting to approve the Share Purchase Mandate, shareholders of the Company are waiving their rights to a general offer at the required price from WHPL and its concert parties; and the names of WHPL and its concert parties and their voting rights at the time of the resolution and after the buy-back under the Share Purchase Mandate are disclosed in the same circular;
- (b) the resolution to approve the Share Purchase Mandate is approved by a majority of those shareholders of the Company present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the Company buying Shares under the Share Purchase Mandate;
- (c) WHPL and parties acting in concert with it abstain from voting for and recommending shareholders to vote in favour of the resolution to approve the Share Purchase Mandate; and
- (d) WHPL and parties acting in concert with it have not acquired and will not acquire any Shares between the date on which they know that the announcement of the Share Purchase Mandate is imminent and the earlier of:-
 - (i) the date on which authority of the Share Purchase Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by the Share Purchase Mandate or it has decided to cease buying back Shares, as the case may be,

if such acquisitions, taken together with those purchased by the Company under the Share Purchase Mandate, would cause their aggregate voting rights in the Company to increase by more than 1% in any 6-month period.

If the Company ceases to buy back Shares and the increase in the aggregate voting rights held by WHPL and its concert parties is less than 1%, WHPL may acquire further voting rights in the Company. However, any increase in their percentage voting rights in the Company as a result of the Company buying back Shares under the Share Purchase Mandate will be taken into account together with any voting rights acquired by WHPL and its concert parties (by whatever means) in determining whether they have increased their voting rights by more than 1% in any 6-month period.

10.12 Shareholders are advised that by voting in favour of the Ordinary Resolution relating to the approval of the Share Purchase Mandate, they will be waiving their rights to a take-over offer at the required price from WHPL and its concert parties, who, as a result of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate, would increase their voting rights by more than 1% in any period of 6 months.

10.13 Shareholders are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity as to whether an obligation on their part, if any, to make a mandatory take-over offer under the Take-over Code would arise by reason of any Share Purchases by the Company.

LETTER TO SHAREHOLDERS

11. DETAILS OF SHARE PURCHASES DURING THE PREVIOUS 12 MONTHS

The Company has not purchased any Shares within the 12 months preceding the Latest Practicable Date.

12. DIRECTORS' RECOMMENDATION

Mr Kuok Khoon Hong, Mr Martua Sitorus and Mr Chua Phuay Hee have abstained from making any recommendation to Shareholders to vote in favour of the Ordinary Resolution. The Directors (other than Mr Kuok Khoon Hong, Mr Martua Sitorus and Mr Chua Phuay Hee) are of the opinion that the proposed Share Purchase Mandate is in the interests of the Company and accordingly recommend that Shareholders vote in favour of the Ordinary Resolution as set out in the Notice of EGM.

13. ABSTENTION FROM VOTING

In the light of the exemption granted to WHPL and its concert parties by the SIC and in accordance with Appendix 2 of the Take-over Code, WHPL and its concert parties, Mr Kuok Khoon Hong, Mr Martua Sitorus and Mr Chua Phuay Hee will abstain from voting in respect of the Ordinary Resolution at the EGM.

14. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 23 and 24 of this Circular will be held on 29 April 2009 at Banyan Room, Lobby Level, Shangri-La Hotel, 22 Orange Grove Road, Singapore 258350 at 10.45 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the AGM and the MAA EGM to be held at 10.00 a.m. and 10.30 a.m. respectively on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without any modification) the Ordinary Resolution as set out in the notice of EGM.

15. ACTION TO BE TAKEN BY SHAREHOLDERS

15.1 Appointment of Proxies

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf, will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's registrar, Tricor Barbinder Share Registration Services at 8 Cross Street #11-00 PWC Building Singapore 048424 not less than 48 hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes.

15.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP not less than 48 hours before the time fixed for the EGM.

CPFIS investors may wish to check with their CPF Approved Nominees on the procedure and deadline for the submission of their written instructions to their CPF Approved Nominees to vote on their behalf.

16. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Circular) collectively and individually accept responsibility for the accuracy of the information contained in this Circular and confirm, having made reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this Circular have been arrived at after due and

LETTER TO SHAREHOLDERS

careful consideration and are true and accurate in all material respects as at the Latest Practicable Date and that there are no material facts, the omission of which would make any statement in this Circular misleading in any material respect.

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the EGM:—

- (a) the Memorandum and Articles of Association of the Company; and
- (b) the Annual Report of the Company for FY2008.

Yours faithfully,
For and on behalf of the Board

Kuok Khoon Hong
Chairman and Chief Executive Officer
Wilmar International Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

WILMAR INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199904785Z)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Wilmar International Limited (the “**Company**”) will be held at Banyan Room, Lobby Level, Shangri-La Hotel, 22 Orange Grove Road, Singapore 258350 on 29 April 2009 at 10.45 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting and the Extraordinary General Meeting of the Company for the proposed amendments of Memorandum and Articles of Association of the Company to be held at 10.00 a.m. and 10.30 a.m. respectively on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution as an Ordinary Resolution:-

ORDINARY RESOLUTION – PROPOSED SHARE PURCHASE MANDATE

(1) For the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Act**”), the exercise by the Share Purchase Committee of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Share Purchase Committee from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) on-market purchases (each an “**On-Market Share Purchase**”) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and/or
- (ii) off-market purchases (each an “**Off-Market Share Purchase**”) effected in accordance with any equal access scheme(s) as may be determined or formulated by the Share Purchase Committee as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(2) unless varied or revoked by the Shareholders in general meeting, the authority conferred on the Share Purchase Committee pursuant to the Share Purchase Mandate may be exercised by the Share Purchase Committee at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held; or
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) the date on which the purchase of Shares by the Company pursuant to the Share Purchase Mandate is carried out to the full extent mandated;

(3) in this Ordinary Resolution:

“**Prescribed Limit**” means 10% of the total number of issued Shares excluding Treasury Shares as at the date of the passing of this Ordinary Resolution; and

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price (as defined below); and

NOTICE OF EXTRAORDINARY GENERAL MEETING

(ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price,

where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last 5 Market Days (“**Market Day**” being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the date of making an announcement for an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Days; and

- (4) the Directors of the Company and/or each of them be and are hereby authorised to complete and do all such acts and things as they and/or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 2 April 2009.

BY ORDER OF THE BOARD
WILMAR INTERNATIONAL LIMITED

Kuok Khoon Hong
Chairman and Chief Executive Officer

2 April 2009

Notes:-

1. A Member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one proxy or two proxies to attend and vote in his stead.
2. A proxy need not be a Member of the Company.
3. If the appointor is a corporation, the proxy form must be executed under seal or the hand of its attorney.
4. The instrument or form appointing a proxy, duly executed, must be deposited at the office of the Company's registrar, Tricor Barbinder Share Registration Services at 8 Cross Street #11-00 PWC Building Singapore 048424 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.

PROXY FORM

WILMAR INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199904785Z)

Important:

1. For investors who have used their CPF monies to buy shares in **WILMAR INTERNATIONAL LIMITED**, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent **FOR INFORMATION ONLY**.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to vote should contact their CPF Approved Nominees.

I/We _____ NRIC/Passport No./
Company Registration No. _____
of _____

being a member/members of Wilmar International Limited (the "**Company**"), hereby appoint:-

Name	Address	NRIC/ Passport No.	Proportion of Shareholding (%)

and/or (please delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholding (%)

as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Banyan Room, Lobby Level, Shangri-La Hotel, 22 Orange Grove Road, Singapore 258350 on 29 April 2009 at 10.45 a.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting and the Extraordinary General Meeting of the Company for the proposed amendments of Memorandum and Articles of Association to be held at 10.00 a.m. and 10.30 a.m. respectively on the same day and at the same place) and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Ordinary Resolution to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific directions as to voting are given, the proxy/proxies will vote or abstain from voting at his/their discretion.

Ordinary Resolution	To be used in the event of a poll	
	For*	Against*
To approve the proposed Share Purchase Mandate		

* Please indicate your vote 'For' or 'Against' with a '✓' within the box provided.

Dated this _____ day of _____ 2009

Total Number of Shares Held	
CDP Register	
Register of Members	

Signature(s) of Member(s) or Common Seal

IMPORTANT Please read notes overleaf



PROXY FORM

Notes:-

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. Such proxy need not be a member of the Company.
2. Where a member of the Company appoints two proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney.
4. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.
5. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the office of the Company's registrar, Tricor Barbinder Share Registration Services at 8 Cross Street #11-00 PWC Building Singapore 048424 not later than 48 hours before the time set for the Extraordinary General Meeting.
6. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 48 hours before the time appointed for holding the Extraordinary General Meeting as certified by The Central Depository (Pte) Limited to the Company.
8. A Depositor shall not be regarded as a member of the Company entitled to attend the Extraordinary General Meeting and to speak and vote thereat unless his name appears on the Depository Register 48 hours before the time set for the Extraordinary General Meeting.

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