

CORPORATE GOVERNANCE

Wilmar International Limited (the “Company” or “Wilmar” and together with its subsidiaries, the “Group”) continually seeks to uphold a high standard of corporate governance to safeguard the interests of all its stakeholders. This report outlines the corporate governance practices adopted by the Company with specific reference to the Singapore Code of Corporate Governance 2012 (the “Code”). The Company has complied with most of the principles and guidelines set out in the Code and differences in the Company’s practice are explained in this report.

A. BOARD MATTERS

Principle 1: The Board’s Conduct of its Affairs

The primary role of the Board is to provide entrepreneurial leadership, set the overall business direction of the Group and constantly seek to protect and enhance long-term shareholder value and returns. The Board is committed to continually sustain value creation through strategic and appropriate business expansion which would broaden the Group’s revenue stream by pursuing business opportunities with good prospects for long-term growth.

In addition to its statutory responsibilities, the Board’s principal duties and responsibilities are to:

1. Set strategic directions and long-term goals of the Group and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
2. Ensure that decisions and investments are consistent with medium and long-term strategic goals;
3. Oversee the process for evaluating the adequacy of internal controls, risk management, financial reporting and compliance;
4. Review the performance of Management and oversee succession planning for Management; and
5. Consider sustainability issues, in particular environmental and social factors, in the formulation of the business strategies and corporate policies of the Group.

Delegation of duties by the Board

To assist the Board in the execution of its duties, the Board has delegated specific authority to the following Board committees which function within the respective terms of reference approved by the Board.

Executive Committee (“Exco”)

The Exco is made up of three Executive Directors namely, Mr Kuok Khoon Hong (Chairman and Chief Executive Officer (“CEO”)), Mr Martua Sitorus (Executive Deputy Chairman) and Mr Pua Seck Guan (Chief Operating Officer) (“COO”). Mr Pua joined the Board on 1 January 2016. The Exco oversees the management of the business and affairs of the Group and its duties and responsibilities include the following:

1. Evaluate new business opportunities and submit strategic business proposals, with due consideration given for environmental and social sustainability issues, for approval by the Board;
2. Recommend proposed acquisitions and disposals of investments, businesses and assets, which exceed the Exco limits, for approval by the Board;
3. Ensure that the Group operates within the approved budgets, business direction and the approved internal controls put in place by the Group;
4. Formulate Company’s values and mission to ensure that obligations to shareholders are understood and met; and
5. Identify key stakeholder groups and recognise and mitigate adverse perceptions which would affect the Company’s reputation.

Other than the Exco, the following Board committees, which are made up of a majority of Independent Directors, will provide further safeguards to prevent an uneven concentration of power, authority and decision in a single individual:

1. Audit Committee - (Principle 12)
2. Risk Management Committee - (Principle 11)
3. Nominating Committee - (Principle 4)
4. Remuneration Committee – (Principle 7).

Details of these Board committees are set out further below in this report.

Independent judgment

All Directors exercise due diligence and independent judgment, and make decisions objectively in the best interests of the Group. This is one of the performance criteria for the assessment of the contributions of the individual Directors.

Key features of board processes

The Board conducts regular scheduled meetings on a quarterly basis and ad-hoc meetings are convened, if requested by the Board or if warranted by circumstances deemed appropriate by the Board. In between scheduled meetings, matters that require the Board's approval are circulated to all Directors for their consideration and decision. As provided in the Company's Constitution, Directors may also participate in Board meetings by teleconferencing and videoconferencing.

As part of the Company's corporate governance practice, all Directors are invited to attend meetings held by the Audit Committee and the Risk Management Committee. All written resolutions passed and minutes of meetings held by the various Board committees are circulated to the Board for information and review, with such recommendations as the respective Board committees consider appropriate, for approval by the Board. While the Board committees have the delegated power to make decisions within the authority delegated to the respective committees, the ultimate responsibility for the decisions and actions rests with the Board as a whole.

Attendance at Board and Board Committee Meetings

The attendance of Directors at the Board and Board committee meetings held during the financial year ended 31 December 2015 ("FY2015") is as follows:

	Board of Directors	Audit Committee	Risk Management Committee	Remuneration Committee	Nominating Committee
No. of meetings held	4	4	4	1	1
Name of Director	Member Attendance	Member Attendance	Member Attendance	Member Attendance	Member Attendance
Executive Directors					
Kuok Khoon Hong	4/4	-	4/4	-	1/1
Martua Sitorus	4/4	-	-	-	-
Teo Kim Yong	4/4	-	-	-	-
Non-Executive Directors					
Kuok Khoon Chen	4/4	-	-	-	-
Kuok Khoon Ean ^(Notes 1 & 3)	3/4	-	-	1/1	-
Juan Ricardo Luciano ^(Note 1)	3/4	-	-	-	-
George Yong-Boon Yeo	4/4	-	-	-	-
Independent Non-Executive Directors					
Yeo Teng Yang	4/4	4/4	4/4	1/1	1/1
Dr Leong Horn Kee ^(Note 2)	4/4	3/4	4/4	1/1	-
Tay Kah Chye ^(Note 3)	4/4	4/4	-	-	1/1
Kwah Thiam Hock	4/4	4/4	-	1/1	1/1

Note 1 – Mr Kuok Khoon Ean and Mr Juan Ricardo Luciano were absent with apologies from the Board meetings held in February 2015 and May 2015 respectively due to other pressing engagements.

Note 2 – Dr Leong Horn Kee was appointed an Audit Committee member on 5 May 2015 and attended all meetings in his capacity as Audit Committee member since his appointment. Dr Leong stepped down as a director from the Wilmar Board on 31 December 2015.

Note 3 – Mr Tay Kah Chye was appointed a Remuneration Committee member on 11 November 2015 to replace Mr Kuok Khoon Ean who stepped down from the Remuneration Committee on the same day.

Matters Requiring Board Approval

The Company has in place internal guidelines setting forth matters that require Board approval. Matters which are specifically reserved for the decision of the Board include:

1. Strategies and major business proposals of the Group;
2. Acquisitions and disposals of investments, businesses and assets which exceed the approved limits granted to the Exco;
3. New lines of businesses which complement the core business activities of the Group;
4. Commitment to loans and lines of credit from banks and financial institutions and market fund-raising exercises for amounts exceeding the approved limits granted to the Exco;
5. Group written policies which also set out matters and limits that require various approving authorities, including Management, various committees and full Board; and
6. Share issuances, interim dividends and other returns to shareholders.

Board Orientation and Updates

All newly appointed Directors receive a formal letter setting out the roles and responsibilities of a Director of the Company and a set of guidance notes which explain the duties and obligations of a director under the Singapore Companies Act, the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Securities & Futures Act ("SFA"). In addition, the Company makes available to newly appointed Directors briefings on the business, operations and financial performance of the Group. New Directors are also briefed on governance practice, in particular, policies on disclosure of interests in securities, prohibitions on dealings in the Company's securities and restrictions on disclosure of price-sensitive information.

The Company encourages Directors to participate in seminars, conferences and training programmes, which are considered beneficial to performing their roles on the Board and its committees, and funds programmes that it facilitates.

The professional development programmes attended by some Directors for FY2015 include the following:

- Board and Innovations Conference organised by the Singapore Institute of Directors ("SID");

- Launch of Nominating Committee Guide by SID;
- SID Audit Committee Chairmen's Conversation organised by KPMG;
- Seminar on Remuneration Committee Essentials organised by SID;
- Congress on Leadership, Strategy and Business organised by Certified Public Accountants, Australia; and
- Seminar on Key Audit Matters organised by Ernst & Young LLP.

On a quarterly basis, the Board is briefed on the strategic and business development of the Group by the CEO. The Board is also briefed on changes to the accounting standards and regulatory updates by the external auditors and the Company Secretary. From time to time, the Company organises on-site visits of the Group's key operating facilities overseas for Directors to enable them to have a better understanding of the Group's businesses.

As part of the Company's continuing efforts to share updates with the Directors, the Corporate Communications Department regularly circulates to the Board articles and reports relevant to the Group's businesses to keep Directors updated on current industry trends and issues. News releases and newsletters issued by the SGX-ST, the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority ("ACRA"), the Company's external auditors and advisers, which are relevant to directors, are also circulated to the Board by the Company Secretary.

Principle 2: Board Composition and Guidance

Board Size and Board Composition

The Board, through regular reviews by the Nominating Committee ("NC"), seeks to ensure an appropriate balance of expertise, competencies and attributes among the Directors for providing effective entrepreneurial leadership to the Company. The Board is made up of Directors of different nationalities and races, with a wide range of skills, experience and qualifications, ranging from banking, finance, accounting and risk management expertise to industry knowledge, entrepreneurial and management experience relevant to the Group's business. Reflecting the global focus of the Group's business, most of Wilmar's Directors have extensive experience in jurisdictions outside Singapore. The diverse experiences enable Wilmar to continue to meet the challenges and demands of the global markets in which it operates.

As part of the ongoing renewal of the Board, Mr Pua Seck Guan (COO & Executive Director) and Professor Kishore Mahbubani (Independent Director) were appointed to the Board on 1 January 2016 following the retirement of COO & Executive Director Mr Teo Kim Yong and the resignation of Independent Director Dr Leong Horn Kee on 31 December 2015. The Board size remains unchanged at 11, comprising three Executive Directors and eight Non-Executive Directors, of whom four are Independent Directors. Taking into account the nature and scope of the Group's business and the number of Board committees, the Board considers a board size of between 10 to 12 members as appropriate.

Key information about current Directors is presented in the section entitled "Board of Directors" in the Company's Annual Report 2015 ("Annual Report").

The NC recognises that female directors offer fresh perspectives and will enhance diversity on corporate boards. While the NC is supportive of gender diversity on the Board, the NC is of the view that it should not be the main selection criteria and that board appointments, based on a blend of skills, ability to contribute effectively and experience relevant to the Group's business, should remain a priority.

In respect of facilitating Non-Executive Directors' participation in Board discussions and to enable them to make informed decisions, they are well-supported by Management with accurate, complete and timely information. The Non-Executive Directors have participated actively in the Board meetings. With their expertise and competency in their respective fields, they have, collectively, provided constructive advice and good governance guidance for the effective discharge by the Board of its principal functions.

Board Independence

The Board considers an Independent Director as one who has no relationship with the Company, its related corporations, its shareholders with shareholdings of 10% or more voting shares in the Company or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of a director's independent business judgment with a view to the best interests of the Group.

The Board recognises the advantage of having longer-serving Independent Directors, who would have gained significant insights in the Group's business and operations and be able to provide valuable contributions to the Board, vis-à-vis

the need to introduce fresh perspectives into discussions through the appointment of new Directors.

In reviewing the independence of Mr Yeo Teng Yang, Mr Tay Kah Chye and Mr Kwah Thiam Hock, all of whom have served for more than nine years since the inception of the Wilmar Board on 14 July 2006, all three Independent Directors were subjected to a particularly rigorous review through separate assessments by each NC member. The Board has collectively taken the view that these three Independent Directors are independent, notwithstanding that they have served more than nine years, as they have demonstrated strong independence in judgment and professionalism, as well as displayed objectivity in their conduct over the years in the discharge of their duties and responsibilities as Independent Directors of the Company.

Taking into account the above and the need to pace the retirement of the longer-serving Independent Directors so that their knowledge and experience can continue to be drawn upon, the Board agreed that all three abovenamed Independent Directors are to be considered as independent, notwithstanding that they have served on the Board for more than nine years from the date of their first appointment.

As the number of Independent Directors of the Company made up more than one-third of the Board composition, this provides a strong and independent element on the Board which facilitates the exercise of independent and objective judgment on its corporate affairs.

The Code, however, recommends that where the Chairman of the Board is also the CEO as is the case with Mr Kuok Khoon Hong, who is the Chairman of the Board and CEO of the Group, half of the Board's composition should be independent, no later than the date of the Company's annual general meeting to be convened in April 2018. The NC will ensure that the Company will comply with Guideline 2.2 of the Code by the deadline. In the interim, the four Independent Directors will continue to uphold good corporate governance at the Board level and their presence facilitates the exercise of independent and objective judgment on corporate affairs.

Principle 3: Chairman and Chief Executive Officer

The Chairman and CEO, Mr Kuok Khoon Hong, provides strong leadership to the Group and has been instrumental in transforming the organisation into one of Asia's largest agribusiness groups. Mr Kuok is overall in charge of the

management and strategic direction of the Group and Mr Pua Seck Guan, who was appointed as COO on 1 January 2016 to oversee and manage the business divisions of the Group, assists Mr Kuok in the development of new businesses.

The Chairman and CEO leads all Board meetings and sets the agenda. He ensures that Board members receive accurate and timely information to enable them to be fully cognizant of the affairs of the Group. He also promotes a culture of openness and solicits contributions from the Board members to facilitate constructive discussions.

All strategic and major decisions relating to the business and management of the Group are jointly and collectively made by the Board. As such, there is a balance of power and authority and no one individual controls or dominates the decision-making process of the Company.

The role of the Chairman and CEO is not separate as there is adequate accountability and transparency reflected by internal controls established within the Group. The single leadership arrangement ensures that the decision-making process for seizing good growth prospects for the Group would not be unnecessarily impeded.

Mr Yeo Teng Yang, the Lead Independent Director since 14 July 2006, continues to avail himself to address shareholders' concerns and acts as a counter-balance on management issues in the decision-making process. Mr Yeo Teng Yang works closely with other Independent Directors and when necessary, meets with them, without the presence of other Directors, to discuss matters that were deliberated at Board meetings.

The Board is of the opinion that there is sufficient independence in its exercise of objective judgment on business affairs of the Group.

Principle 4: Board Membership

The members of the NC are:

1. Mr Kwah Thiam Hock (NC Chairman) – Independent Director;
2. Mr Kuok Khoo Hong – Executive Director;
3. Mr Tay Kah Chye – Independent Director; and
4. Mr Yeo Teng Yang – Lead Independent Director.

The NC meets at least once a year. The NC's role is set out in its written terms of reference. The key terms of reference of

the NC include the following:

1. Review and recommend to the Board the appointment and re-appointment of Directors (including alternate directors, if applicable);
2. Review whether or not a Director of the Company is considered independent pursuant to the guidelines set forth in the Code;
3. Review the size and composition of the Board;
4. Evaluate whether or not a Director is able to and has been adequately carrying out his duties as a Director of the Company when he holds multiple board representations;
5. Develop a process and conduct formal assessments of the effectiveness of the Board as a whole, the Board committees and individual Directors;
6. Review the training needs for the Board;
7. Review the succession plans for the Board and Management; and
8. Review and recommend to the Board the appropriate performance benchmarks for monitoring the share performance of Wilmar, relative to its peers in the same industry and movements in the Straits Times Index.

Directors' independence review

The NC has adopted the guidelines as set out in the Code in carrying out its assessment of the independence of the Directors of the Company. Each Independent Director is required to state whether he considers himself independent, taking into consideration the existence of relationships (if any) which would affect his independence as a Director, based on the guidelines in the Code.

The NC has, upon its assessment of the four Independent Directors, namely Mr Yeo Teng Yang, Mr Tay Kah Chye, Mr Kwah Thiam Hock and Professor Kishore Mahbubani, concluded that none of the Independent Directors are related and do not have any relationship with the Company or its related companies, its shareholders with shareholdings of 10% or more voting shares in the Company or its officers that could interfere with the exercise of their independent judgment with a view to the best interests of the Company. The Board has concurred with the NC that all of the above four Independent Directors are considered independent.

Directors' time commitment and multiple directorships

The NC determines annually whether a Director with multiple board representations and/or other principal commitments is

able to carry and has been adequately carrying out his duties as a Director of the Company.

The NC takes into account the results of the assessment of the competencies, commitment and contributions of the individual Director and is of the view that although some Directors hold other non-Group Board representations, they are nevertheless able to carry and have effectively carried out their duties as Directors of the Company.

The Board supports the view of the NC and is of the opinion that a more meaningful measure is the quality of time spent on the Company's matters at the respective Board and Board committee meetings. The Board is satisfied that each of the Directors is able to carry and has adequately carried out his duties as a Director of the Company.

Succession planning

In addition to the need to rejuvenate the Board's composition at the appropriate time, the Company is committed to the training and development of capable staff for key management positions. As part of the process of succession planning, the Company, which is supportive of gender and workforce diversity, has identified successors to fill key positions to bolster the overall strength and depth of the key management team. The Company will continue to review and fine-tune its succession plans.

Process for selection and nomination of new Directors

The Chairman, who is a member of the NC, takes the lead in identifying, evaluating and selecting potential candidates for new Director appointments, other than proposed appointments nominated by major shareholders of the Company. In line with the NC's guiding principle of selecting the most suitable person for Director appointments, the NC taps on its network of contacts and/or may engage external professionals to assist with identifying and short-listing the most competent individual who is capable of contributing to the success of the Group. In the selection process for the appointment of new Directors, the NC also takes into consideration, the diversity in skills, experience, gender and industry knowledge as well as the desired competencies of the potential candidate to supplement the existing attributes of the Board. The NC then submits its recommendations for approval by the Board, taking into account an appropriate mix of core competencies for the Board to fulfill its roles and responsibilities.

Rotation and Re-election of Directors

In accordance with the Constitution of the Company, one-third of the Directors who have been longest in office since their last re-election, are required to retire by rotation at least once every three years. These Directors are eligible for re-election, subject to approval by the shareholders at the annual general meeting ("AGM"). New Directors will hold office only until the next AGM following their appointments and they will be eligible for re-election. Such Directors are not taken into account in determining the number of Directors who are to retire by rotation.

The NC has, in its deliberations on the re-appointment of existing Directors, taken into consideration the relevant Director's contribution and performance. The assessment parameters include attendance record and degree of participation at meetings of the Board and Board committees as well as the quality of participation and special contribution.

The Board has accepted the NC's recommendation to seek approval from shareholders at the 2016 AGM to re-elect the following Directors, who will be retiring under the respective provisions of the Constitution of the Company and are eligible for re-election:

1. Mr Martua Sitorus (retiring under Article 99);
2. Mr Kuok Khoo Chen (retiring under Article 99);
3. Mr Kuok Khoo Ean (retiring under Article 99);
4. Mr Pua Seck Guan (retiring under Article 100); and
5. Professor Kishore Mahbubani (retiring under Article 100).

Mr Yeo Teng Yang, who was re-appointed as a Director to hold office until the 2016 AGM pursuant to the then Section 153(6) of Singapore Companies Act which has since been repealed, has also been nominated for re-appointment at the 2016 AGM.

Principle 5: Board Performance

The Board strives to ensure that its Directors possess the experience, knowledge and skills critical to the Group's business so as to enable the Board to make sound and well-considered decisions. The Company has in place a process for the evaluation of the overall effectiveness of the Board which is conducted on an annual basis. Assessments on the performance of Board committees and Directors' contributions, in terms of business and risk management perspectives and pro-activeness of participation in meetings are also included in the annual Board evaluation checklists. In view of the foregoing, there is no separate peer evaluation by individual Directors.

These evaluations are done by way of each Director completing various checklists. The purpose of the annual evaluation is to seek the respective views of the Directors on various aspects of the Board's performance. The responses from the respective Directors are collated and the findings are discussed at the NC meeting. The findings are then reported and recommendations are submitted to the Board for review and decision to implement appropriate actions to enhance key areas (if any) that have been identified for improvement.

In assessing the performance of the Board and Board committees for FY2015, the NC has taken into account, various factors including Board composition and size, Board access to information, Board processes, Board accountability, Board knowledge of key risk management and internal control issues, standard of conduct and performance in discharging the Board's principal functions and fiduciary duties as well as guidance to Management.

For the assessment of the contributions of individual Directors for FY2015, the evaluation is based on factors including Director's attendance, knowledge of the Group's business operations, knowledge of regulatory requirements and governance and effective contributions in Board meetings.

The results of the assessment of the performance of the Board and Board committees and the contributions of individual Directors for FY2015 were satisfactory and accepted by the Board.

Principle 6: Access to Information

The Board is kept informed by Management of all material events and transactions as and when they occur. Analysts' and media reports on the Group are forwarded to the Directors on an ongoing basis to keep them abreast of current developments and enable them to make informed decisions to discharge their duties and responsibilities effectively.

The Board receives all reports and discussion papers about a week before scheduled meetings for Board meetings as well as the Board committee meetings, as all Board members are invited to attend these meetings. Amongst other reports, the Board is also provided with reports from the internal and external auditors and the Risk Management Department which include key findings arising from interim and completed financial, operations and information technology ("IT") audits and risk assessment reports on key businesses of the Group for review and evaluation.

In addition to members of the Board being briefed by the CEO at every Board meeting, Management is required to attend meetings of the Board and Board committees to provide insight into matters being discussed and to respond to any questions that the Directors may have.

The Board has direct, independent and unrestricted access to Management of the Group, including the Company Secretary at all times. Requests for information from the Board are dealt with promptly by Management. In furtherance of the discharge of their duties, Directors may seek independent professional advice, if necessary, at the Group's expense.

The Company Secretary is responsible for, among other things, ensuring that Board procedures are observed and that the Company's Constitution, relevant rules and regulations including requirements of the SFA, Singapore Companies Act and SGX-ST Listing Manual, are complied with. The Company Secretary assists the Chairman of the Company in ensuring good information flows within the Board and its Board committees and between Management and Non-Executive Directors. The appointment and the removal of the Company Secretary are subject to the Board's approval.

B. REMUNERATION MATTERS

Principle 7: Procedures for Developing Remuneration Policies

The Remuneration Committee ("RC") assists the Board to ensure competitive compensation policies and packages are put in place. The scope of the RC covers remuneration packages for individual Directors and key management personnel, and also share option plans. The RC is chaired by Mr Kwah Thiam Hock and its members comprise Mr Yeo Teng Yang and Mr Tay Kah Chye (appointed a RC member on 11 November 2015 to replace Mr Kuok Khoo Ean who stepped down on the same day). Dr Leong Horn Kee ceased to be a RC member following his resignation as a Wilmar Director on 31 December 2015. All RC members are Independent Directors and no Director is involved in deciding his own remuneration.

In accordance with the RC's terms of reference, the RC's responsibilities are to:

1. Review and recommend to the Board, a framework of remuneration for the Board and key management personnel. The framework covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, grant of shares and share options and benefits-in-kind;

2. Review and determine the specific remuneration packages for each Director as well as for the key management personnel;
3. Implement and administer the Company's share options plan;
4. Review the Group's obligations arising in the event of termination of the Executive Directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses; and
5. Review the development of senior staff and assess their strengths and development needs based on the Group's leadership competencies framework, with the aim of building talent and maintaining strong and sound leadership for the Group.

In discharging their duties, the RC members may seek advice from the Human Resource Department and external consultants, whenever necessary. Market practices and standards are taken into consideration to ensure that the remuneration packages remain competitive.

Principle 8: Level and Mix of Remuneration

The Group's remuneration philosophy is aimed at attracting, retaining and motivating Executive Directors and key management personnel of the highest calibre through a framework which aligns rewards with the performance and the achievement of strategic objectives.

The framework consists of a fixed and a variable component. The variable component includes an annual bonus tied to the performance of the individual and the Company, as well as short and long-term incentives in the form of share options designed to strengthen the pay-for-performance framework which serves to reward and recognise key executives' contributions to the growth of the Company. The Board seeks to ensure that key criteria, namely, company profitability, competitiveness, reasonableness, and linkage to performance are satisfied for the executives' remuneration package.

The fixed component is determined by benchmarking against similar industries, taking into consideration the individual's responsibilities, performance, qualification and experience. This fixed base may be presented in a combination of cash and non-cash benefits, at the Group's discretion.

These benefits aim to directly align the interests of Directors, senior management and key executives with the interests

of shareholders, to improve performance and achieve sustainable growth for the Company and to strengthen the ownership culture among its senior management and key executives in times of rapid globalisation.

Non-Executive Directors and Independent Directors of the Company do not receive any salary. They receive annual Directors' fees, which are subject to the approval of shareholders at the Company's AGM.

The structure of Directors' fees for FY2015 is as follows:

Fee Structure for Directors' Fees for FY2015

- a. A single base fee of S\$80,000 for serving as Non-Executive Director;
- b. Additional fee of S\$20,000 for serving as Lead Independent Director; and
- c. Additional fee for serving as Chairman/Member on the following Board committees:

Chairman's Fee	S\$
Audit Committee	30,000
Risk Management Committee	30,000
Nominating Committee	10,000
Remuneration Committee	10,000
Member's Fee	S\$
Audit Committee	10,000
Risk Management Committee	10,000
Nominating Committee	5,000
Remuneration Committee	5,000

To drive management behavior and performance as well as to reflect the Company's commitment to protecting shareholder value and to ensure accountability for actions, the remuneration of the key management team and selected senior executives was made subject to a clawback scheme which was implemented in May 2014. The clawback scheme allows the Company to reclaim, in exceptional circumstances, the incentive components of the remuneration from these key employees, where negligence, misconduct or fraud has resulted in financial or reputational loss to the Company. The list of key executives subject to the clawback scheme is reviewed on a yearly basis.

Principle 9: Disclosure on Remuneration

The breakdown of the remuneration of the Directors and the top five (5) Key Executives of the Company for FY2015 is as follows:

Name of Directors	Proposed Directors' Fee	Salary**	Benefits	Amortisation of Share Option Expenses*	Variable Bonus	Total
Executive Directors	S\$	S\$	S\$	S\$	S\$	S\$
Kuok Khoon Hong	Nil	846,375	70,540	814,390	5,000,000	6,731,305
Martua Sitorus	Nil	371,600	1,050	551,540	2,000,000	2,924,190
Teo Kim Yong (Retired: 31 December 2015)	Nil	691,361	53,275	532,160	2,700,000	3,976,796
Non-Executive Directors						
Kuok Khoon Ean	84,375	-	-	232,000	-	316,375
Kuok Khoon Chen	80,000	-	-	232,000	-	312,000
Juan Ricardo Luciano	80,000	-	-	232,000	-	312,000
Yeo Teng Yang	150,000	-	-	290,000	-	440,000
Leong Horn Kee (Resigned: 31 December 2015)	101,670	-	-	232,000	-	333,670
Tay Kah Chye	115,625	-	-	232,000	-	347,625
Kwah Thiam Hock	110,000	-	-	232,000	-	342,000
George Yong-Boon Yeo	80,000	-	-	232,000	-	312,000

Top 5 Key Executives

Name	Salary**	Benefits	Amortisation of Share Option Expenses*	Variable Bonus	Total	Remuneration Band
Rahul Kale	24%	-	14%	62%	100%	S\$2,250,000 to S\$2,500,000
Matthew John Morgenroth	26%	3%	18%	53%	100%	S\$2,250,000 to S\$2,500,000
Goh Ing Sing	26%	2%	18%	54%	100%	S\$2,000,000 to S\$2,250,000
Yee Chek Toong	35%	1%	19%	45%	100%	S\$1,250,000 to S\$1,500,000
Kenny Beh	35%	-	19%	46%	100%	S\$1,250,000 to S\$1,500,000

The aggregate remuneration of the top five key executives is S\$9,712,704. The remuneration of the Company's top five key executives takes into account the pay and employment conditions within the industry and is performance-related. The Company is of the opinion that it is not in the best interest of the Company to disclose the details of their remuneration due to the competitiveness of the industry for key talent.

Notes:

* The fair values of the options are estimated at the respective grant dates using trinomial option pricing in the Bloomberg Executive Option Valuation Module and binomial options pricing model respectively.

** The salary amounts shown are inclusive of Central Provident Fund contributions.

Relatives of the Directors

Ms Kuok Yit Li, the sister of Mr Kuok Khoon Hong, Wilmar's Chairman and CEO, is employed as an Executive in the Finance department. Her remuneration is in the range of S\$50,000 to S\$100,000 for FY2015.

Mr Kuok Meng Wei, a Senior Executive in the Trading department, is the son of Mr Kuok Khoon Ean, a Non-Executive Director and also a nephew of Mr Kuok Khoon Hong. His remuneration is between S\$200,000 to S\$250,000 for FY2015.

C. ACCOUNTABILITY AND AUDIT

Principle 10: Accountability

The Management provides the Board with management reports and financial accounts on a regular basis and as the Board may require, from time to time, so as to enable it to make a balanced and informed assessment of the Group's performance, financial position and prospects on a quarterly basis. The Board approves the dissemination of the Group's quarterly and full year financial results, which present a balanced and informed assessment of the Group's performance, position and prospects, via the Singapore Exchange Network ("SGXNet").

The Board is also updated on changes in legislation and regulatory compliance by Management and/or external auditors to ensure that the Group complies with the relevant regulatory requirements.

Principle 11: Risk Management and Internal Controls

The Board, with the assistance from the Risk Management Committee ("RMC") and Audit Committee ("AC"), is responsible for the governance of risk by ensuring that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interest and the Group's assets, and determines the nature and extent of the significant risks which the Board is willing to take in achieving strategic objectives.

The AC is responsible for making the necessary recommendations to the Board such that an opinion regarding the adequacy and effectiveness of the risk management and internal control systems of the Group can be made by the Board in the annual reports of the Company, in accordance

with the requirements set out in the SGX-ST Listing Manual and the Code. In this regard, the AC is complemented by the RMC, which was established on 14 July 2006 as part of the Group's efforts to strengthen its risk management processes and policy framework.

The RMC assists the Board in overseeing the market, credit and operational risk governance in the Company to ensure that Management maintains a sound system of risk management to safeguard shareholders' interests and the Group's assets. It also determines and proposes to the Board, the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The RMC is chaired by Mr Yeo Teng Yang, the Lead Independent Director, who is also a member of the AC. The RMC comprises two other Board members, namely Mr Kuok Khoon Hong and Mr Tay Kah Chye, who was appointed as a member of the RMC with effect from 1 January 2016, to replace Dr Leong Horn Kee who resigned on 31 December 2015. The RMC meets no less than four times a year and also holds informal meetings, as and when the need arises.

The objectives of the RMC include the following:

1. Review the overall risk management policy/guidelines/framework and in particular, the adequacy and effectiveness of the risk management policies and systems for market, credit and operations risks including environmental sustainability issues;
2. Review and recommend risk limits; and
3. Review major non-compliance with risk policies.

In carrying out its duties, the RMC is currently assisted by the Executive Risk Committee ("ERC"). Following the retirement of COO & Executive Director Mr Teo Kim Yong on 31 December 2015, the ERC now comprises the CEO, Mr Kuok Khoon Hong, Chief Financial Officer ("CFO") Mr Ho Kiam Kong and Mr Thomas Lim Kim Guan, who was appointed Group Head, Edible Oils with effect from 1 January 2016. The principal duties of the ERC are as follows:

1. Responsible for the monitoring and improvement of the overall effectiveness of the Group's risk management policies and systems;
2. Review and oversee the implementation of trade positions and limits to manage the Group's overall market, credit and operations risk exposures; and

3. Establish the principal considerations in relation to the type of trading partners/customers of the Group and other merchandising policies (with due consideration given to the prevailing environmental sustainability policies mandated by the Company) to ensure that business activities are within the risk tolerance thresholds approved by the Board.

The Internal Audit ("IA") Department, on an annual basis, prepares an audit plan which focuses on material internal control systems including financial, operations, IT and compliance controls, and risk management. The IA Department's audit plan complements the audit plan prepared by the external auditors. The IA Department also provides advice on security and controls in major new systems development, recommends improvements to effectiveness and economy of operations, and contributes to risk management processes. The IA Department also monitors interested person transactions.

Significant audit findings and recommendations made by the internal and external auditors are reported to the AC and are discussed at the AC meetings. The IA Department follows up with the respective division/unit heads on all recommendations to ensure timely remediation of audit issues and reports the status to the AC on a regular basis. In addition to the above, material non-compliance or lapses in internal controls together with the appropriate actions taken to eradicate similar incidents in the future, are reported to the AC on an ongoing basis.

Assurance from the CEO and CFO in respect of FY2015 financial statements and records

The CEO and the CFO have given the Board the assurance that:

1. The financial records of the Group have been properly maintained and the financial statements in respect of FY2015 give a true and fair view of the Group's operations and finances; and
2. The system of risk management and internal controls in place within the Group is adequate and effective in addressing the material risks in the Group in its current business and operating environment, including material financial, operations, compliance and IT risks.

Opinion on the adequacy and effectiveness of internal control and risk management systems

On the basis of the internal controls established and maintained by the Group, and work performed by the internal and external auditors, and regular reviews performed by Management, the Board and relevant Board committees, the AC and the Board are of the opinion that the Group's internal controls and risk management systems were adequate and effective as at 31 December 2015 to address financial, operations, IT and compliance risks which are relevant to the Group's operations.

The Board notes that the system of internal controls provides reasonable, but not absolute, assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. Further, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, fraud or other irregularities.

Dealings in Securities

The Group has in place a set of procedures to advise on the prohibition of dealings by all Directors and staff of the Company and its subsidiaries in:

1. The Company's securities during the period commencing two weeks prior to the announcement of the Group's quarterly results and one month prior to the announcement of the Group's full year results; and
2. The Company's securities and securities of other companies while in possession of price-sensitive information or having access to unpublished price information relating to such securities.

Directors and employees are reminded on a quarterly basis to refrain from dealing in the Company's securities on short-term considerations and to observe insider trading laws at all times, even when dealing in securities during the permitted trading period. A set of guidance notes on laws against insider trading is made available to employees of the Group through various communication channels, including dissemination by internal circulars and posting on the Company's intranet portal. These procedures will be reviewed and updated from time to time and further strengthened for good corporate governance.

Principle 13: Internal Audit

The IA Department oversees the work being carried out in the respective key operational jurisdictions by the local IA department. The IA is an independent function within the Group. The Group Head of IA reports direct to the AC functionally and to the CFO administratively.

The IA function adopts the International Standards for the Professional Practice of Internal Auditing (the IIA Standards) issued by the Institute of Internal Auditors.

The AC approves the hiring, removal, evaluation and compensation of the Group Head of IA. The scope of authority and responsibility of the IA function is defined in the AC Charter.

The primary role of IA function is to assist the Board and Management to meet the strategic and operational objectives of the Group, by providing an independent and objective evaluation of the adequacy and effectiveness of risk management, controls and governance processes. The Group's IA approach is aligned with its risk management objectives by focusing on key financial, operations, compliance and IT risks. The annual IA plan is established in consultation with, but independent of, Management. The annual IA plan is reviewed and approved by the AC. Significant IA findings, recommendations and status of remediation, are circulated to the AC, the Board, the external auditors and relevant Management members.

The IA Department, headed by Mr Patrick Tan, meets the Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors. The professional competence of the internal auditors is maintained or upgraded through training programmes, conferences and seminars that provide updates on auditing techniques, regulations, financial products and services. The IA function is staffed with suitably qualified and experienced professionals with diverse operational and financial experience, who are at the level of manager and above. The AC is satisfied that the IA function has adequate resources to perform its functions effectively.

The Group Head of IA presents the IA findings to the AC and the Board at the AC and Board meetings half yearly. The AC meets with the Group Head of IA once a year, without the presence of Management. The internal auditors have unfettered access to all the Group's documents, records, properties and personnel, including the AC.

Principle 12: Audit Committee

The AC comprises three Independent Directors, namely Mr Tay Kah Chye (AC Chairman), Mr Kwah Thiam Hock and Mr Yeo Teng Yang, all of whom have accounting or financial management qualifications, expertise and experience. Dr Leong Horn Kee was appointed an AC member on 5 May 2015 but has since resigned on 31 December 2015.

The Board is of the view that members of the AC have the appropriate qualifications and the relevant accounting, finance, business management and risk management expertise and experience to collectively discharge the AC functions competently.

During FY2015, the AC was briefed regularly by the external auditors on changes in Financial Reporting Standards which are relevant to the Group's businesses.

The main responsibilities of the AC are to assist the Board in discharging its statutory and other responsibilities in overseeing four main areas, namely financial reporting, internal control and risk management systems, internal and external audit processes, and Interested Person Transactions ("IPTs").

The operations of the AC are regulated by the AC Charter and their duties include the following:

1. Review significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance before their submission to the Board;
2. Review and report to the Board at least annually on the adequacy and effectiveness of the Group's risk management systems and internal controls to address financial, operations, IT and compliance risks which are relevant to the Group's operations;
3. Review the adequacy and effectiveness of the Group's IA function at least annually, including the adequacy of IA resources and its appropriate standing within the Group, as well as the scope and the results of the IA procedures;
4. Review the scope and results of the external audit work, the cost effectiveness of the audit, and the independence and objectivity of the external auditors;

5. Recommend to the Board the appointment, re-appointment and removal of the external auditors to be approved by the shareholders of the Company; and
6. Review IPTs in accordance with the requirements of the SGX-ST Listing Manual and the mandate for IPTs approved by the shareholders of the Company ("IPT Mandate").

The AC has the explicit authority to investigate any matter within its terms of reference and is authorised to obtain independent professional advice. It has full access to and the co-operation of Management, as well as reasonable resources to enable it to discharge its duties properly. It also has full discretion to invite any Director or executive officer or any other person to attend its meetings.

The principal activities of the AC during FY2015 are summarised below:

Financial reporting

All Directors (who are not AC members) and external auditors are invited to attend AC meetings. Various members of the Management team are required to attend the AC meetings, as appropriate, to present reports or answer queries.

The AC met four times during FY2015 to review, inter alia, the following:

1. The financial statements of the Company and the Group before each of the announcements of the Company's quarterly and annual results as well as the auditor's report on the annual financial statements. During the process, the AC reviewed, among other things, the key areas of management judgment applied for adequate provision and disclosure, critical accounting policies and any significant changes made that would have an impact on the financial statements; and
2. The external auditors' plans for the purpose of discussing the scope of the audit and reporting obligations before the audit commences. All significant audit findings and recommendations made by the external auditors were discussed, and where appropriate, implementation of such recommendations was followed up with Management.

Following the review and discussions, the AC then recommended to the Board, approval of the audited annual financial statements.

During FY2015, the AC had one meeting with external auditors and internal auditors separately, without the presence of Management. These meetings enable the external auditors and Group Head of IA to raise issues encountered in the course of their work directly with the AC, in a free and frank manner.

External audit processes

The AC manages the relationship with the Group's external auditors, on behalf of the Board. During FY2015, the AC carried out its annual assessment of the cost-effectiveness of the audit process, together with the external auditors' approach to audit quality and transparency. The AC concluded that the external auditors demonstrated appropriate qualifications and expertise and that the audit process was effective.

The AC has recommended to the Board, the re-appointment of Ernst & Young LLP ("EY"), a firm registered with the ACRA, as the Company's external auditor at the forthcoming AGM.

The Board and AC have reviewed and are satisfied that the appointment of different auditors for certain subsidiaries and associated companies would not compromise the standard and effectiveness of the audit of the Group. Accordingly, the Company has complied with Rule 712 and Rule 715 (read with Rule 716) of the SGX-ST Listing Manual.

Auditor independence

In order to maintain the independence of the external auditors, the Group has a specific policy which governs the conduct of non-audit work by the external auditors. This policy prohibits the external auditors from:

1. Performing services which would result in the auditing of their own work;
2. Participating in activities normally undertaken by Management; and
3. Acting as advocate for the Group.

The AC undertook a review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees paid to them. An analysis of fees paid in respect of audit and non-audit services provided by breakdown for the past two years is disclosed in note 10 of the notes to the financial statements as found in this Annual Report.

Having undertaken a review of the non-audit services provided during the year, the AC remains confident that the

objectivity and independence of the external auditors are not in any way impaired by reason of the non-audit services which they provide to the Group. The AC is also satisfied that these services were provided efficiently by the external auditors as a result of their existing knowledge of the business.

Internal audit

During FY2015, the AC reviewed and assessed the adequacy of the Group's system of internal controls and regulatory compliance through discussion with Management, the Group Head of IA and external auditors.

The AC considered and reviewed with Management and the Group Head of IA the following:

1. Annual IA plans to ensure that the plans covered sufficiently a review of the internal controls of the Group;
2. Significant IA observations and Management's response thereto; and
3. Budget and staffing for the IA functions.

The AC reviewed the adequacy of the IA function and is satisfied that the IA team is adequately resourced. The AC

also reviewed the training costs and programmes attended by the internal auditors to ensure that IA staff continue to update their technical knowledge and auditing skills.

Interested person transactions

The AC reviewed the Group's IPTs for FY2015 to ensure that the transactions were carried out on normal commercial terms and are not prejudicial to the interests of the Company or its non-controlling shareholders. On a quarterly basis, Management reports to the AC, the IPTs in accordance with the IPT Mandate.

The Group Head of IA informed the AC that the internal control procedures for determining the transaction prices of IPTs have not changed since the date of the last AGM, at which the IPT Mandate was last renewed.

The AC is satisfied that the internal controls in respect of the identification, evaluation, review, approval and reporting of IPTs are effective.

The aggregate value of transactions entered into by the Group with interested persons as defined in the SGX-ST Listing Manual for FY2015 are as follows:

Name of Interested Person	Aggregate value of all Interested Person Transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all Interested Person Transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
	FY2015 US\$'000	FY2015 US\$'000
Archer Daniels Midland Group	NIL	2,342,591
Associates of Kuok Khoon Hong & Martua Sitorus	8,356	17,539
Kuok Khoon Ean's Associates [#]	153,480	6,633
Martua Sitorus' Associates	NIL	206,386
Kuok Khoon Hong's Associates	119,726	1,275
PPB Group Bhd	88,193	NIL
Kuok Brothers Sdn Bhd	27,824	NIL

[#] The IP associates for Mr Kuok Khoon Chen and Mr Kuok Khoon Ean are substantially the same, and are not disclosed separately to avoid duplication.

Whistleblowing policy

The Company has in place a Whistleblowing Policy (“Policy”) since 2013, which was further enhanced in August 2015 to include the provision of financial rewards or incentives for whistleblowers. The objective of the Policy is to ensure that relevant processes are in place to provide guidance for staff to raise concerns about dishonesty, fraudulent acts, corruption and improper conduct that may cause financial or non-financial loss to the Group, without fear of reprisal and to facilitate independent investigations of such concerns and initiate the appropriate follow-up actions. Where whistleblowing results in prevention or recovery of what would otherwise have been monetary damage to the Company, the whistleblower may be given a reward.

All whistleblowing cases reported were objectively assessed and investigation and appropriate remedial measures were taken, where warranted. Whistleblowing matters, if substantiated, are reported to the AC. The IA Department will report to the AC immediately on matters requiring immediate or urgent attention.

The implementation of the Policy has been communicated to employees of the Group and a copy of the Policy is posted on the Company’s intranet portal. On an ongoing basis, the Policy is covered during staff training as part of the Group’s efforts to promote awareness of fraud control.

D. SHAREHOLDERS’ RIGHTS AND RESPONSIBILITIES

Principle 14: Shareholder rights

The Company is committed to treating all shareholders fairly and equitably to facilitate the exercise of their ownership rights and to provide them with adequate, timely and sufficient information pertaining to changes in the Group’s business which could have a material impact on the Company’s share price.

All shareholders receive the Company’s annual report and notice of AGM as well as shareholders’ circular(s) and notice(s) of extraordinary general meeting(s) (“EGMs”) within the prescribed notice periods set out in the Company’s Constitution and the prevailing laws and regulations. The notices are also released via SGXNet and published in local newspapers, as well as uploaded on the Company’s website.

Besides exercising their voting rights at the general meetings convened by the Company, shareholders are encouraged to participate actively and also voice their concerns on any matters relating to the Company and the Group.

Principle 15: Communication with shareholders

Disclosure of information on a timely basis

The Company is committed to maintaining high standards of corporate disclosure and transparency. The Company values dialogue sessions with its shareholders. In addition to the AGM, which used to be the main forum for dialogue with shareholders, the Company holds an “Investor Day” event after the conclusion of its AGM. The aim of this event is to provide shareholders with a better understanding of the Group’s operations and offer them the opportunity to air their views and have their concerns addressed.

Material information is disclosed in a comprehensive, accurate and timely manner through the release of announcements and media releases posted on the SGX website. Shareholders and the investing public can access the Company’s announcements, media releases, presentation materials disseminated at briefings and other corporate information that have been uploaded on its website www.wilmar-international.com. The website provides an effective method of reaching a wide audience and also allows users to sign up for alerts to such disclosures, providing an easy and timely way to stay updated on the latest corporate developments.

To ensure a level playing field and provide confidence to shareholders, unpublished price sensitive information is not selectively disclosed. In the event that unpublished material information is inadvertently disclosed to a select group in the course of the Group’s interactions with the investing community, a media release or announcement will be released to the public via SGXNet.

Interaction with shareholders

The Group has a dedicated investor relations (IR) team which focuses on facilitating communications with shareholders and analysts on a regular basis and attending to their queries or concerns in a timely manner.

The IR team participates in investor seminars and conferences, together with key management personnel

to keep the market and investors apprised of the Group's corporate developments and financial performance.

During FY2015, the IR team, together with senior management, engaged with close to 120 Singapore and foreign investors at conferences, as well as one-on-one and group meetings. The aim of such engagements is to:

1. Provide shareholders and investors with relevant information promptly, to enable them to have a better understanding of the Group's businesses and performance; and
2. Solicit feedback from the investment community, including shareholders, on a range of strategic and topical issues. Such engagements provide invaluable insights to the Board and Management on investors' views and concerns. It also helps the Group to identify areas of improvement for investor communication.

Dividend policy

The Company has been declaring dividends twice a year to its shareholders at half-year and final year-end since 2008. In considering the level of dividend payments, the Board takes into account various factors including but not limited to the projected levels of capital expenditure and other investment plans, as well as the Group's working capital requirements and general financial condition. For FY2015, total dividend declared was increased by 7% to S\$0.08, representing a dividend payout of more than 30% of its annual profit.

Principle 16: Conduct of shareholders' meetings

The Company's Constitution allows a shareholder to appoint up to two proxies to attend its general meetings and vote on his/her/its behalf. Corporations which provide custodial or nominee services are not constrained by the two-proxy rule. These corporations can appoint more than two proxies. Shareholders, who hold shares through these corporations, may attend its general meetings as proxies upon the presentation of proxy forms and/or official letters issued by the said corporations.

Pursuant to the amendments to the Singapore Companies Act, a new multiple-proxies regime ("Regime") was introduced on 3 January 2016. This Regime allows specified intermediaries, such as banks and capital markets service licence holders which provide custodial services, to appoint more than two proxies. This will enable indirect investors (including investors who purchased shares under the CPF

Investment Scheme ("CPFIS") and the Supplementary Retirement Scheme ("SRS")) to attend and vote at shareholders' meetings. CPFIS Investors and SRS investors are required to contact their CPF Approved Nominees if they wish to cast their votes on resolutions at the shareholders' meetings of the Company but are not able to attend these meetings in person.

As the authentication of shareholder identity information and other related security issues still remain a concern, voting in absentia by mail, email or fax has not been implemented.

In accordance with the provisions of the Singapore Companies Act, every matter requiring approval from the shareholders is proposed as a separate resolution and is voted on individually. Each item of special business included in every Notice of AGM is accompanied by an explanation for the proposed resolution. For FY2015, all Directors of the Company, legal advisors and the external auditors were present at the AGM held by the Company to address queries from shareholders who attended the AGM and all resolutions were put to vote by show of hands.

With effect from the 2016 AGM, the Company will put all resolutions to vote by poll. With poll voting, shareholders present in person or represented by proxy at these meetings, will be entitled to vote on a "one share, one vote" basis. The results of all votes cast in respect of each resolution will be announced via the SGXNet after the conclusion of the 2016 AGM and the EGM to be held immediately after the 2016 AGM. Minutes of general meetings that include relevant and substantial comments from shareholders relating to the agenda of the meetings and responses from Directors are available upon request.

MATERIAL CONTRACTS

During the financial year, there were no material contracts entered into by the Company or any of its subsidiaries involving the interests of any Director or a controlling shareholder of the Company except for those IPTs announced via SGXNet from time to time in compliance with the SGX-ST Listing Manual.

Save as mentioned above, there are no other material contracts entered into by the Company or any of its subsidiaries involving the interest of the Director or controlling shareholder, which are either subsisting at the end of FY2015 or, if not then subsisting, entered into since the end of the previous financial year ended 31 December 2014.