


Asset Acquisitions and Disposals::Notification of Changes to Wilmar subsidiaries and associated companies

Issuer & Securities

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Announcement Details

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WILMAR INTERNATIONAL LIMITED

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

ANNOUNCEMENT

Wilmar International Limited (the “Company” or “Wilmar”) wishes to announce the following:

Establishment of subsidiaries and associated company

1. Wilmar Nature Pte. Ltd. (Singapore Subsidiary)

Wilmar Nature Pte. Ltd. (“WN”) is a direct wholly-owned subsidiary of KOG Investments Pte Ltd, which is in turn, a direct 100% owned subsidiary of Wilmar. WN has an issued and paid-up share capital of US\$1,500. The principal activity of WN is investment holding and trading.

2. Wilmar Sugar Australia Trading Pty Ltd (Australian Subsidiary)

Wilmar Sugar Australia Trading Pty Ltd (“WSAT”) is a direct wholly-owned subsidiary of Wilmar Sugar Australia Holdings Pty Ltd, which is in turn, an indirect wholly-owned subsidiary of Wilmar. WSAT has an issued and paid-up share capital of AUD1. WSAT will engage in purchase, sale and marketing of raw sugar.

3. First Philippine Silkroad International Corp. (Philippines Associated Company)

First Philippine Silkroad International Corp. (“FPSIC”) has been incorporated to engage in a fully integrated value chain of agricultural processing business, comprising origination and cultivation, importation and trading, processing and manufacturing, branding, merchandising and distribution of a wide range of agricultural-based and other consumer products in the Philippines. Risicare Pte. Ltd. (a direct wholly-owned subsidiary of KOG Investments Pte Ltd, which is in turn, a direct wholly-owned subsidiary of the Company), 5 Fortunes Holdings Corporation and Filipinas Agro Marketing Enterprises Inc. (both of which are not related to the Wilmar Group), hold 50%, 40% and 10% interest in FPSIC respectively. FPSIC is thus an indirect 50% owned associated company of the Company. FPSIC has an initial issued and paid-up capital of PHP 383,575,000.

Acquisition of associated company

4. WHS Logistics B.V. (Dutch Associated Company)

Wilmar Europe Holdings B.V. (“WEHBV”), a direct wholly-owned subsidiary of the Company, has subscribed for 25,000 shares in WHS Logistics B.V. (“WHS”) equivalent to a 50% equity interest for a total cash consideration of EUR 25,000. Following the subscription, WHS is a 50-50 joint venture between WEHBV and H&S Logistics B.V., an entity not related to the Wilmar Group. The principal activity of WHS is to provide logistics services.

Change in shareholding in subsidiaries and associated company

5. Wilmar Foods Pty Ltd (Australian Subsidiary)

Wilmar Foods Pty Ltd (“Wilmar Foods”) is a direct wholly-owned subsidiary of Wilmar Sugar Refining Investments Pty Ltd (“WSRI”), which is in turn, an indirect wholly-owned subsidiary of Wilmar. WSRI has disposed of its entire equity shareholding in Wilmar Foods to Goodman Fielder Consumer Foods Pty Limited (“GFCF”), a wholly-owned subsidiary of Goodman Fielder Pty Limited, which is in turn, an indirect 50% owned associated company of Wilmar. The sale consideration of AUD1, with the obligation for GFCF to repay the intercompany loan of approximately AUD7,500,000, was arrived at on an arm’s-length basis. Following the above disposal, Wilmar Foods ceased to be a wholly-owned subsidiary of Wilmar in June 2016 and became an indirect 50% owned associated company of Wilmar on the same day.

Wilmar International Limited

Announcement – Notification of Changes to Subsidiaries and Associated Companies (continued)

Change in shareholding in subsidiaries and associated company (continued)**6. Wilmar Continental Edible Oils & Fats (Pty) Ltd (South Africa Subsidiary)**

Wilmar Resources Pte Ltd (“WRPL”), a direct wholly-owned subsidiary of Wilmar and Equatorial Trading Limited (“Equatorial”), a direct 78.44% owned subsidiary of Wilmar, hold 35% and 25% equity interests in the registered share capital of Wilmar Continental Edible Oils & Fats (Pty) Ltd (“Wilmar Continental”) respectively. WRPL and Equatorial have both increased their shareholding in Wilmar Continental from 35% and 25% to 70% and 30% respectively, by acquiring a total of 40% interest from the Abdool Kader Moosa Family Trust, the Asif Moosa Family Trust, the Fayyaz Moosa Family Trust and the M.F. Moosa Family Trust, (collectively referred to as the “Sellers”), which are not related to the Wilmar Group, for a total purchase consideration of forty thousand South African Rand (ZAR 40,000). The purchase consideration was arrived at on a willing-buyer, willing-seller basis. The principal activities of Wilmar Continental, namely, oil seed crushing, edible oil refining, and manufacturing and distribution of oils and fats, remain unchanged. Following the completion of the above acquisition, Wilmar Continental is now an indirect 93.53% subsidiary of Wilmar.

7. Cosumar S.A. (Morocco Associated Company)

Wilmar Sugar Holdings Pte. Ltd. (“WSHPL”), a direct wholly-owned subsidiary of Wilmar and Wilmar Sugar Pte. Ltd. (“WSPL”), a direct 77.156% owned subsidiary of WSHPL, hold 27.5% and 2% equity interests in Cosumar S.A. (“Cosumar”), a company listed on the Casablanca Stock Exchange, respectively. WSPL has increased its equity interest in Cosumar from 2% to 4% by acquiring 838,211 ordinary shares (representing 2% of the total issued and paid-up share capital of Cosumar) at the price of MAD182 per share via an on-market transaction. Following the completion of the above acquisition, Cosumar is now an indirect 30.586% owned associated company of Wilmar.

Cessation of subsidiaries**8. Singapore Subsidiaries**

The following five dormant companies, which were direct 100% owned subsidiaries of Newbloom Pte. Ltd., which is in turn, a direct wholly-owned subsidiary of Wilmar, were struck off from the Register of Companies pursuant to Section 344A of the Singapore Companies Act and ceased to be Wilmar subsidiaries in June 2016.

- (i) Ampleville Pte. Ltd.
- (ii) Maxillion Pte. Ltd.
- (iii) Maxceed Pte. Ltd.
- (iv) Quanta Pte. Ltd.
- (v) Richdelta Pte. Ltd.

9. Wilmar Pakistan (Private) Limited (Pakistan Subsidiary)

Wilmar Pakistan (Private) Limited, a direct wholly-owned subsidiary of Wilmar Tani Investments (Mauritius) Limited, which is in turn, a direct wholly-owned Wilmar subsidiary, was struck off from the Register of Companies pursuant to Section 439 of the Companies Ordinance 1984 of Pakistan and ceased to be Wilmar subsidiary in June 2016.

10. Taizhou Yihai Property Developments Co., Ltd (China Subsidiary)

Further to Wilmar’s announcement of 29 March 2016 on the commencement of member’s voluntary liquidation of Taizhou Yihai Property Developments Co., Ltd (“Taizhou Yihai Property”), Taizhou Yihai Property has been dissolved and ceased to be a subsidiary of Wilmar in June 2016.

Issued by
WILMAR INTERNATIONAL LIMITED
30 June 2016