CIRCULAR DATED 7 JUNE 2007

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 STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. Approval in-principle granted by the SGX-ST to the Company for the admission of the Consideration Shares and the listing and quotation of such Consideration Shares on the SGX-ST are not to be taken as an indication of the merits of any of the IPT Acquisitions, the Company, its subsidiaries, the Shares or the Consideration Shares.

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

Terms appearing on the cover of this Circular have the same meanings as defined in this Circular.

WILMAR INTERNATIONAL LIMITED

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

CIRCULAR TO SHAREHOLDERS

in relation to

(A) THE PROPOSED ACQUISITION BY WILMAR INTERNATIONAL LIMITED ("WILMAR") OF WILMAR HOLDINGS PTE LTD'S ("WHPL") INTERESTS IN ITS SUBSIDIARIES AND ASSOCIATED COMPANIES SAVE FOR ITS INTERESTS IN WILMAR;

(B) THE PROPOSED ACQUISITION OF SHARES OWNED BY ARCHER DANIELS MIDLAND ASIA-PACIFIC LIMITED AND/OR ITS AFFILIATED COMPANIES IN COMPANIES WHERE IT HOLDS SHARES WITH WHPL; AND

(C) THE PROPOSED ALLOTMENT AND ISSUANCE OF 1,449,722,224 ORDINARY SHARES IN THE CAPITAL OF WILMAR AS CONSIDERATION FOR THE PROPOSED ACQUISITIONS.

Financial Adviser to Wilmar International Limited

CIMB-GK Securities Pte. Ltd.
(Incorporated in the Republic of Singapore)
(Company Registration No. 198701621D)

Independent Financial Adviser to the Independent Directors

Deloitte & Touche Corporate Finance Pte Ltd
(Incorporated in the Republic of Singapore)
(Company Registration No. 200200144N)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	20 June 2007 at 3.00 p.m.
Date and time of Extraordinary General Meeting	:	22 June 2007 at 3.00 p.m.
Place of Extraordinary General Meeting	:	The Gallery, Level 2 Traders Hotel Singapore 1A Cuscaden Road Singapore 249716

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PROXY FORM

The following definitions shall apply throughout unless otherwise stated in this Circular:

Companies, Organisations and Agencies

"ADM"	:	Archer Daniels Midland Company
"ADML"	:	Archer Daniels Midland Asia-Pacific Limited
"ADM China"	:	ADM China Holdings Ltd
"ADM Group"	:	ADML and/or its affiliated companies
"CIMB"	:	CIMB-GK and CIMB Investment Bank
"CIMB-GK"	:	CIMB-GK Securities Pte. Ltd.
"CIMB Investment Bank"	:	CIMB Investment Bank Berhad (formerly known as Commerce International Merchant Bankers Berhad)
"Company" or "Wilmar"	:	Wilmar International Limited
"Deloitte & Touche Corporate Finance"	:	Deloitte & Touche Corporate Finance Pte Ltd
"Global Cocoa"	:	Global Cocoa Holdings Ltd
"IPT Assets"	:	Comprise:- (a) WHPL's interests in its subsidiaries and associated companies (including the Additional IPT Assets as defined in section 2.2.3), save for its interests in Wilmar; (b) shares owned by the ADM Group in these companies where the ADM Group holds shares with WHPL; and (c) shares of ADM China
"KOG"	:	Kuok Oils & Grains Pte Ltd
"PGEO"	:	PGEO Group Sdn Bhd
"PPBOP"	:	PPB Oil Palms Berhad
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"WHPL"	:	Wilmar Holdings Pte Ltd
"WIHL"	:	Wilmar International Holdings Limited
"Wilmar Group"	:	Wilmar and its subsidiaries
"WHPL Group"	:	WHPL, its subsidiaries and associated companies, including the Wilmar Group and the IPT Assets

General

"Announcement"	:	The announcement made by Wilmar on 14 December 2006 in relation to the IPT Acquisitions

"Board"	:	The board of Directors of Wilmar
"Business Day"	:	A day (other than a Saturday, Sunday or Singapore public holiday) on which commercial banks are open for business in Singapore
"Circular"	:	This circular dated 7 June 2007 to Shareholders
"Companies Act"	:	Companies Act, Chapter 50 of Singapore
"Consideration Shares"	:	1,449,722,224 new Wilmar Shares to be issued by Wilmar to satisfy the consideration for the IPT Acquisitions
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly 15.0% or more of the total votes attached to all voting shares in a company (unless the SGX-ST determines that a person who satisfies this sub-paragraph is not a controlling shareholder); or (b) in fact exercises control (being the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies) over a company
"Directors"	:	The directors of Wilmar as at the date of this Circular
"EGM"	:	The Extraordinary General Meeting of the Company, notice of which is given on page 77 of this Circular
"FY"	:	Financial year ended, or as the case may be, ending 31 December
"IPT Acquisitions"	:	The proposed acquisitions by Wilmar of the IPT Assets (including the Additional IPT Assets)
"Latest Practicable Date"	:	25 May 2007, being the latest practicable date prior to the printing of this Circular
"Listing Manual"	:	The listing manual of the SGX-ST, as amended from time to time
"Notice of EGM"	:	The Notice of EGM as set out on page 77 of this Circular
"NTA"	:	Net tangible asset
"Ordinary Resolution"	:	The ordinary resolution as set out in the Notice of EGM
"PGEO Acquisition"	:	The acquisition by Wilmar of 65.8% of the issued ordinary shares in PGEO

"PPBOP Acquisition"	:	The acquisition by Wilmar of all the voting shares in PPBOP not owned by Wilmar pursuant to the VGO
"Proposed Issue of Consideration Shares"	:	The proposed allotment and issue of the Consideration Shares as consideration for the IPT Acquisitions
"Proposed KOG Acquisition"	:	The proposed acquisition by Wilmar of all the issued ordinary shares in KOG
"Shareholders"	:	Registered holders of the Shares or in the case of Depositors, Depositors who have Shares entered against their names in the Depository Register
"Shares" or "Wilmar Shares"	:	Ordinary shares in the capital of Wilmar
"Substantial Shareholder"	:	A person who has an interest in one or more voting shares of a company and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the company
"VGO"	:	Conditional voluntary general offer for all the issued ordinary shares in the capital of PPBOP not owned by Wilmar

Countries, currencies, units and others

"China" or "PRC"	:	The People's Republic of China, excluding Taiwan, the Macau Special Administrative Region of China and Hong Kong for purposes of this Circular and geographical reference only
"MT"	:	Metric tonnes
"RM"	:	Malaysian Ringgit, the lawful currency of Malaysia
"S$" and "cents"	:	Singapore Dollar and cents, respectively, the lawful currency of The Republic of Singapore
"US$" or "United States Dollar", and "US cents"	:	United States Dollar and cents, respectively, the lawful currency of the United States of America
"%"	:	Per centum or percentage

The expressions "Depositor", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

The term "subsidiary" shall have the meaning ascribed to it by Section 5 of the Companies Act. The terms "associate" and "associated company" shall have the meanings ascribed to them, respectively, in the section headed "Definitions and Interpretation" of the Listing Manual. As used in this Circular, an "interested person" is a person falling within the meaning of that term in Chapter 9 of the Listing Manual.

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

Any reference in this Circular to "Clause" or "Chapter" is a reference to the relevant clause in the Listing Manual as for the time being.

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 defined under the Companies Act or any amendment thereof, and used in this Circular shall have the meaning assigned to it under the Companies Act.

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

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
William Henry Camp
Yu Hung Yen, Stephen (alternate to William Henry Camp)
Yeo Teng Yang
Leong Horn Kee
Tay Kah Chye
Kwah Thiam Hock

Registered Office:-

56 Neil Road
Singapore 088830

7 June 2007

To : The Shareholders of Wilmar International Limited

Dear Sir / Madam

(A) THE PROPOSED ACQUISITION BY WILMAR OF WHPL'S INTERESTS IN ITS SUBSIDIARIES AND ASSOCIATED COMPANIES SAVE FOR ITS INTERESTS IN WILMAR;

(B) THE PROPOSED ACQUISITION OF SHARES OWNED BY THE ADM GROUP IN COMPANIES WHERE IT HOLDS SHARES WITH WHPL; AND

(C) THE PROPOSED ALLOTMENT AND ISSUANCE OF 1,449,722,224 ORDINARY SHARES IN THE CAPITAL OF WILMAR AS CONSIDERATION FOR THE PROPOSED ACQUISITIONS.

1. INTRODUCTION

1.1 On 14 December 2006, the Board of Directors of Wilmar announced that it proposes to acquire all of WHPL's interests in its subsidiaries and associated companies, save for its interests in Wilmar, and shares owned by the ADM Group in these companies where the ADM Group holds shares with WHPL for an aggregate consideration of approximately S$2.5 billion to be satisfied by the allotment and issue of 1,449,722,224 Consideration Shares in the issued share capital of Wilmar ("**Wilmar Shares**") based on S$1.71 per Wilmar Share, being the last traded price of Wilmar Shares on 13 December 2006 (the market day preceding the date of the Announcement).

1.2 In an independent and separate corporate development, on 14 December 2006, Wilmar also announced that it proposes to merge with PPBOP, KOG and PGEO by way of acquiring the shares in the issued share capital of PPBOP, KOG and PGEO from the Kuok group of companies (the "**Kuok Group**") and other minority shareholders of PPBOP, for an aggregate consideration of up to approximately S$4.1 billion to be satisfied by the allotment and issue of up to 2,403,154,004 new Wilmar Shares (collectively to be termed as the "**KG Merger**") based on S$1.71 per Wilmar Share being the last traded price of Wilmar Shares on 13 December 2006 (the market day preceding the date of the Announcement), as follows:-

(a) up to 1,024,475,674 Wilmar Shares in respect of the PPBOP Acquisition;

(b) 1,091,555,558 Wilmar Shares in respect of the Proposed KOG Acquisition; and

(c) 287,122,772 Wilmar Shares in respect of the PGEO Acquisition.

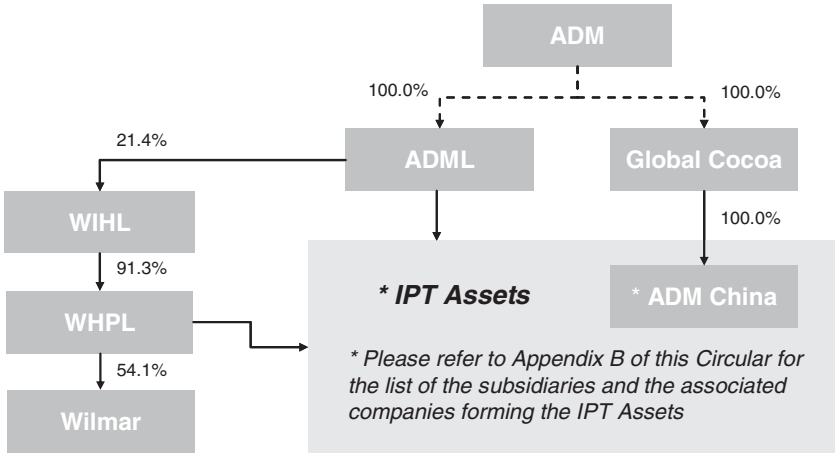
Copies of the announcements made by Wilmar in respect of the IPT Acquisitions and the KG Merger are available on the website of SGX-ST (www.sgx.com). Further information on (a) the PPBOP Acquisition can be found in Wilmar's circular to shareholders dated 1 March 2007 and the offer document to PPBOP shareholders dated 26 March 2007; and (b) the Proposed KOG Acquisition and the PGEO Acquisition can be found in Wilmar's circular to shareholders dated 10 April 2007.

As at the Latest Practicable Date, all regulatory and Shareholders' approvals in relation to the KG Merger have been obtained. In relation to the VGO pursuant to the PPBOP Acquisition, more than 90% acceptances have been received and Wilmar is currently exercising its rights to compulsorily acquire the remaining PPBOP shares for which acceptances have not been received and taking the necessary steps to delist PPBOP from the Official List of Bursa Malaysia Securities Berhad. In addition, Wilmar had completed the PGEO Acquisition while the Proposed KOG Acquisition is yet to be completed.

1.3 The IPT Acquisitions and the KG Merger are independent and separate developments and are not conditional upon each other.

CIMB has been appointed by Wilmar as financial advisor for the IPT Acquisitions and the KG Merger.

1.4 The following diagram sets out the existing relationship among Wilmar, WHPL, ADM, ADM China, ADML and Global Cocoa as well as the IPT Assets as at the Latest Practicable Date:-



1.5 As WHPL and the ADM Group are Controlling Shareholder and deemed Controlling Shareholder of Wilmar respectively, the IPT Acquisitions will constitute "Interested Person Transactions" within Chapter 9 of the Listing Manual.

Deloitte & Touche Corporate Finance has been appointed as the independent financial adviser to the Independent Directors to opine on whether the financial terms of the IPT Acquisitions are on normal commercial terms and are not prejudicial to the interests of Wilmar and its minority shareholders.

1.6 The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the IPT Acquisitions and to seek Shareholders' approval for the same at the EGM.

2. THE IPT ACQUISITIONS

2.1 The WHPL Acquisition and ADM Acquisition

On 14 December 2006, Wilmar:

(a) entered into a conditional sale and purchase agreement (the "**WHPL Acquisition Agreement**") with WHPL for the acquisition of all its interests in its subsidiaries and its associated companies, save for its interests in Wilmar, through the proposed acquisition ("**WHPL Acquisition**") of the entire issued share capital of a special purpose vehicle (the "**SPV**"), which will be incorporated to hold all of the IPT Assets, after the completion of a restructuring ("**Restructuring**"), together with minority interests held by WHPL in certain subsidiaries of Wilmar. Upon completion of the WHPL Acquisition, the SPV will become a wholly-owned subsidiary of Wilmar; and

(b) offered by way of separate letters of offer, which contain the principal terms and conditions of the acquisitions contemplated therein and which are subject to the entry into of definitive agreements by the parties thereto, with each of ADML, ADM China and Global Cocoa (being affiliates of ADM) to acquire their respective interests in all the companies in which they hold shares together with WHPL ("**ADM Acquisition**"), subject to the satisfaction of certain conditions.

On 15 December 2006, Wilmar announced that ADM and its above-mentioned affiliates have accepted the offer by Wilmar. Subsequent thereto, the parties agreed that the definitive agreements should be entered into with each of ADML and Global Cocoa. The acquisition of ADM China would be made through Global Cocoa, the holding company of ADM China.

The definitive agreements with each of ADML and Global Cocoa were entered into on 10 May 2007 (the "**ADM Acquisition Agreements**").

On 4 June 2007, Wilmar announced that it had entered into a supplemental deed with WHPL pursuant to which the parties agreed to amend certain provisions of the WHPL Acquisition Agreement (the "**Supplemental Deed**"), details of which are set out below.

2.2 Salient terms of the WHPL Acquisition Agreement and the Supplemental Deed

The salient terms of the WHPL Acquisition Agreement and the Supplemental Deed include the following:-

2.2.1 *The WHPL Shareholder's Loans*

The Restructuring pursuant to which WHPL will:-

(a) transfer all its equity interests in the IPT Assets to the SPV; and

(b) transfer and assign all its outstanding loans, debts, liabilities extended to the IPT Assets as well as its rights thereunder as at 14 December 2006 to the SPV,

shall no longer be required and all such equity interests in the IPT Assets and the outstanding loans extended by WHPL to the IPT Assets as at 14 December 2006 (the "**WHPL Shareholder's Loans**") shall be transferred directly to Wilmar. Therefore, upon the completion of the WHPL Acquisition Agreement, the IPT Assets shall no longer be obliged to repay the WHPL Shareholder's Loans to WHPL. Instead, the right to receive repayments of the WHPL Shareholder's Loans shall be assumed by Wilmar.

As at 14 December 2006, the WHPL Shareholder's Loans amounted to approximately US$337.5 million. Please refer to section 6.4 for further details of the proforma consolidated balance sheet of the IPT Assets.

2.2.2 *The Additional Shareholders' Loans*

The WHPL Acquisition Agreement further provides that the IPT Assets shall not contract or incur any liabilities, actual or contingent, except in the ordinary course of business. However, from the date of the WHPL Acquisition Agreement (14 December 2006), the IPT Assets shall be permitted, with the prior written consent of Wilmar (such consent not to be unreasonably withheld) to accept loans from its shareholders ("**Additional Shareholders' Loans**") for the purpose of financing its working capital and capital expenditures for the IPT Assets. As Wilmar is acquiring the IPT Assets, Wilmar shall also assume the obligation of any Additional Shareholders' Loans consented to by Wilmar and, as a result, Wilmar shall after the completion of the WHPL Acquisition Agreement, cause repayment of the Additional Shareholders' Loans together with financing costs incurred based on the weighted average interest rate of WHPL's total borrowings from banks and financial institutions from the period of the incurrence up to the repayment of such Additional Shareholders' Loans. The determination of the Additional Shareholders' Loans and its associated financing costs as at the completion of the WHPL Acquisition Agreement shall be subject to the review and confirmation by the auditors of Wilmar.

The Additional Shareholders' Loans incurred after 14 December 2006 amounted to approximately US$7.4 million as at 31 December 2006. Please refer to section 6.4 for further details of the proforma consolidated balance sheet of the IPT Assets.

2.2.3 *The Additional IPT Assets*

Following the execution of the WHPL Acquisition Agreement on 14 December 2006, WHPL has made additional investments in China as part of the ongoing group expansion and business development activities of the IPT Assets ("**Additional IPT Assets**"). Please refer to section 6.2 and Appendix B for further details on the business activities of the Additional IPT Assets.

As such, it is proposed that the Additional IPT Assets that were not part of the original IPT Assets to be acquired and which represent mainly new investments or start-up projects, shall be acquired by way of reimbursing WHPL for the cost of investment incurred in such Additional IPT Assets plus financing costs incurred based on the weighted average interest rate of WHPL's total borrowings from banks and financial institutions from the period of the investment up to the completion date of the WHPL Acquisition Agreement (the "**Completion Date**"). The cost of these additional investments includes registered capital contributed and shareholders' loans extended by WHPL to these Additional IPT Assets which shall not exceed, in aggregate, the sum of US$70.0 million (the "**Additional IPT Assets Threshold**").

The Additional IPT Assets Threshold of US$70.0 million was established based on the projected capital expenditures in accordance with the anticipated progress of such projects undertaken by the Additional IPT Assets up to 31 August 2007. Please refer to section 6.4 for further details on the projected capital expenditures for the Additional IPT Assets.

2.2.4 *Sale and purchase of shares in Yihai Investment Co., Ltd*

(a) In respect of the sale and purchase of shares in Yihai Investment Co., Ltd ("**Yihai**"), in the event that it is not possible to obtain the approval of the Ministry of Commerce of the People's Republic of China or such other relevant authority for the registration of the transfer of WHPL's equity interest therein to Wilmar by the date of Wilmar's shareholders' meeting convened to approve *inter alia* the transactions contemplated in the WHPL Acquisition Agreement (or such other date as the parties may agree in writing), the parties shall proceed to completion on the basis that:

(i) WHPL shall declare a trust over its entire equity interest in Yihai (the "**Yihai Interest**") for the benefit of Wilmar absolutely; and

(ii) upon receipt of the trust instrument duly executed by WHPL, Wilmar shall issue the Consideration Shares attributable to the acquisition of the Yihai Interest amounting to 87,464,388 Consideration Shares (the "**Yihai Consideration Shares**") to an escrow agent to be appointed by the parties to hold the Yihai Consideration Shares with a view to releasing them to WHPL after the registration of the transfer of the Yihai Interest to Wilmar has been effected.

(b) In the event that the approval for the transfer of the Yihai Interest to Wilmar is not obtained, such that registration of the transfer does not take place by the date falling 6 months from the Completion Date (the "**Yihai Transfer Registration Period**"), WHPL shall, forthwith on such date within 7 Business Days thereof, pay to Wilmar a sum of S$149,564,104 (equivalent to 87,464,388 Consideration Shares at S$1.71 per Consideration Share) as consideration for the Yihai Consideration Shares whereupon WHPL's obligation to transfer its Yihai Interest to Wilmar shall be extinguished and the trust declared by WHPL over the Yihai Interest referred to in 2.2.4(a) shall be revoked forthwith upon such payment. The parties shall procure that, upon such payment, the escrow agent shall release the Yihai Consideration Shares to WHPL.

(c) Where the beneficial ownership over the Yihai Interest reverts to WHPL in the circumstances referred to in section 2.2.4(b) and such beneficial ownership shall, within a further period of 6 months from the expiry of the Yihai Transfer Registration Period, be transferred or agreed to be transferred by WHPL or any of its related corporations, in whole or in part, to another party (other than a party which is a related corporation of WHPL) at a consideration higher than S$149,564,104 (equivalent to 87,464,388 Consideration Shares at S$1.71 per Consideration Share) and provided that such transfer is in fact effected, WHPL shall, forthwith upon such transfer being effected and notwithstanding that the transfer is effected more than 6 months after the expiry of the Yihai Transfer Registration Period, account to and pay to Wilmar the difference between such higher consideration and S$149,564,104 (equivalent to 87,464,388 Consideration Shares at S$1.71 per Consideration Share) or such proportionate part thereof where only part of the Yihai Interest is transferred.

2.3 Salient terms of the ADM Acquisition Agreements

The salient terms of the ADM Acquisition Agreements include the following:-

2.3.1 *The ADM Shareholders' Loans*

Pursuant to the ADM Acquisition Agreements, each of ADML and Global Cocoa shall transfer to Wilmar their respective equity interests in the IPT Assets as well as all their rights, interests, benefits, entitlements and liabilities under the outstanding loans extended by them to the IPT Assets as at 14 December 2006 (the "**ADM Shareholders' Loans**").

The transfer of the ADM Shareholders' Loans is conditional upon the completion of the ADM Acquisition Agreements. Upon such completion, the transfer will be deemed to be effected concurrently with the completion of the ADM Acquisition Agreements.

Each of ADML and Global Cocoa has warranted that it shall not, from the date of the ADM Acquisition Agreements and up to completion of the ADM Acquisition Agreements, demand for repayment or accept any repayment of any of the ADM Shareholders' Loans or any part thereof.

As at 14 December 2006, the ADM Shareholders' Loans amounted to approximately US$161.3 million. Please refer to section 6.4 for further details of the proforma consolidated balance sheet of the IPT Assets.

2.3.2 *Sale and purchase of shares in East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd (“**EOGI**”).*

(a) In respect of the sale and purchase of shares in EOGI, in the event that it is not possible to obtain the approval of the Zhangjiagang Economic & Trade Commission or other relevant government authority for the registration of the transfer of ADML's equity interest therein to Wilmar by the date of Wilmar's shareholders' meeting convened to approve *inter alia* the transactions contemplated in the ADM Acquisition Agreements (or such other date as the parties may agree in writing), the parties shall proceed to completion on the basis that:

(i) ADML shall declare a trust over its equity interest of 22.0% in EOGI (the “**EOGI Interest**”) for the benefit of Wilmar absolutely; and

(ii) upon receipt of the trust instrument duly executed by ADML, Wilmar shall issue the Consideration Shares attributable to the acquisition of the EOGI Interest amounting to 61,190,085 Consideration Shares (the “**EOGI Consideration Shares**”) to an escrow agent to be appointed by the parties to hold the EOGI Consideration Shares with a view to releasing them to ADML after the registration of the transfer of the EOGI Interest to Wilmar has been effected.

(b) In the event that the approval for the transfer of the EOGI Interest to Wilmar is not obtained, such that registration of the transfer does not take place by the date falling 6 months from the Completion Date (the “**EOGI Transfer Registration Period**”), ADML shall, forthwith on such date within 7 Business Days thereof, pay to Wilmar a sum of S$104,635,045 (equivalent to 61,190,085 Consideration Shares at S$1.71 per Consideration Share) as consideration for the EOGI Consideration Shares whereupon ADML's obligation to transfer its EOGI Interest to Wilmar shall be extinguished and the trust declared by ADML over the EOGI Interest referred to in section 2.3.2(a) shall be revoked forthwith upon such payment. The parties shall procure that, upon such payment, the escrow agent shall release the EOGI Consideration Shares to ADML.

(c) Where the beneficial ownership over the EOGI Interest reverts to ADML in the circumstances referred to in section 2.3.2(b) and such beneficial ownership shall, within a period of 6 months from the expiry of the EOGI Transfer Registration Period, be transferred or agreed to be transferred by ADML or any of its related corporations, in whole or in part, to another party (other than a party which is a related corporation of ADML) at a consideration higher than S$104,635,045 (equivalent to 61,190,085 Consideration Shares at S$1.71 per Consideration Share) and provided that such transfer is in fact effected, ADML shall, forthwith upon such transfer being effected and notwithstanding that the transfer is effected more than 6 months after the expiry of the EOGI Transfer Registration Period, account to and pay to Wilmar the difference between such higher consideration and S$104,635,045 (equivalent to 61,190,085 Consideration Shares at S$1.71 per Consideration Share) or such proportionate part thereof where only part of the EOGI Interest is transferred.

2.3.3 *Limitations on quantum*

Pursuant to the ADM Acquisition Agreements, the maximum liability of ADML and Global Cocoa collectively and Wilmar (as the case may be) in respect of all claims under the ADM Acquisition Agreements shall not exceed US$475,950,000 (or its equivalent in another currency).

In relation to the acquisition agreement entered into with ADML, ADML shall be liable to Wilmar and *vice versa* only if the claim or aggregate claims exceed US$16,580,000 (or its equivalent in another currency). In such event, the party to which the liability attaches shall be liable for the entire sum claimed.

In relation to the acquisition agreement entered into with Global Cocoa, Global Cocoa shall be liable to Wilmar and *vice versa* only if the claim or aggregate claims exceed US$83,420,000 (or its equivalent in another currency). In such event, the party to which the liability attaches shall be liable for the entire sum claimed.

The above thresholds of US$16,580,000 in relation to the agreement with ADML and US$83,420,000 in relation to the agreement with Global Cocoa, are apportionments of the overall minimum threshold of US$100,000,000, negotiated between the contracting parties, based on the relative purchase considerations of the respective ADM Acquisition Agreements.

The Audit Committee of Wilmar is of the view that the above thresholds for claims are acceptable, having considered, *inter alia*, that such thresholds have been arrived at after commercial negotiation between the contracting parties and the materiality of such thresholds in relation to the overall purchase consideration for the IPT Assets.

2.3.4 *Apportionment of claims*

Any claim arising from or in connection with the affairs of any of the IPT Assets shall be borne by ADML or Global Cocoa (as the case may be) only to the extent of the proportion of their respective interest bears to that of WHPL's in that IPT Assets.

2.3.5 *Time Limits*

Neither ADML or Global Cocoa (as the case may be) nor Wilmar shall be under any liability in respect of any claim and any such claim shall be wholly barred and unenforceable unless notice of such claim shall have been served upon ADML or Global Cocoa (as the case may be) or Wilmar no later than twelve (12) months after the date of completion of the ADM Acquisition Agreements.

2.4 Consideration

The purchase consideration for the WHPL Acquisition is approximately S$1.7 billion and will be satisfied by the allotment and issue to WHPL of 1,022,480,557 Consideration Shares based on S$1.71 per Consideration Share, being the last traded price of Wilmar Shares on 13 December 2006 (being the market day preceding the date of the Announcement). The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the existing Shares. In addition, pursuant to the Supplemental Agreement, Wilmar will also be acquiring the Additional IPT Assets at a cash consideration payable within 6 months from the date of completion of the WHPL Acquisition Agreement. The final cash consideration will be on a reimbursement basis not exceeding the Additional IPT Assets Threshold, to be determined based on the cost of additional investments incurred in such Additional IPT Assets plus financing cost at the weighted average interest rate of WHPL's total borrowings from banks and financial institutions from the period of investment up to the Completion Date, as set out in section 2.2.3 above.

The purchase consideration for the ADM Acquisition is approximately S$730.6 million and will be satisfied by the allotment and issue to ADML and Global Cocoa of 427,241,667 Consideration Shares based on S$1.71 per Consideration Share, being the last traded price of Wilmar Shares on 13 December 2006 (being the market day preceding the date of the Announcement). The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the existing Shares.

The purchase consideration for the IPT Acquisitions was arrived at a willing buyer willing seller basis, after taking into account, *inter alia*, the current and prospective earnings, operations and financial conditions of the IPT Assets, as well as the rationale for the IPT Acquisitions.

The purchase consideration for the IPT Acquisitions represents a price-earnings multiple of approximately 12.8 times based on the price of S$1.71 per Share and the net profit of the IPT Assets for FY2006 (assuming an exchange rate of S$1.535 per US$). This compares with the price-earnings multiple of Wilmar of:-

(a) approximately 41.7 times based on the price of S$1.71 per Share being the last traded price of Wilmar Shares on 13 December 2006 (assuming an exchange rate of S$1.535 per US$) and its earnings per share of US$0.0267 for FY2005; and

(b) approximately 49.9 times based on the price of S$3.44 per Share being the last traded price of Wilmar Shares on the Latest Practicable Date (assuming an exchange rate of S$1.528 per US$) and its earnings per share of US$0.0451 for FY2006.

2.5 Conditions Precedent

The WHPL Acquisition is conditional upon, *inter alia*:-

(a) Wilmar being satisfied with its due diligence investigations into the IPT Assets;

(b) the purchase by Wilmar of all the IPT Assets and Wilmar's issue of the Consideration Shares in full payment thereof being approved by the SGX-ST, where required, and where approval from the SGX-ST is obtained subject to any conditions, such conditions being reasonably acceptable to Wilmar and WHPL;

(c) all resolutions as may be necessary or incidental in relation to Wilmar's acquisition of the IPT Assets and Wilmar's issue of the Consideration Shares in full payment of the consideration therefore, having been passed at a general meeting of shareholders of Wilmar or at any adjournment thereof;

(d) approval being given and not having been withdrawn by the SGX-ST for the admission to the official list of SGX-ST and the dealing and quotation of the Consideration Shares on SGX-ST upon allotment and issue and if there are any conditions attached to such approval, such conditions being reasonably acceptable to Wilmar;

(e) the acceptance by Wilmar of the exceptions to WHPL's warranties as disclosed in a letter issued by WHPL for such purpose, if any;

(f) there having been no event the occurrence of which may render any of WHPL's warranties untrue, inaccurate or misleading in any material respect;

(g) there being no circumstance amounting to or event of force majeure occurring that may have a material adverse effect on the businesses, operations, prospects or condition (financial or otherwise) of Wilmar, WHPL and/or the IPT Assets;

(h) all necessary consents or approvals being granted by third parties, bankers, financial institutions or governmental or regulatory authorities or competent authorities having jurisdiction over its purchase of all the IPT Assets and/or its allotment and issue of the Consideration Shares being obtained by Wilmar, and all necessary or appropriate filings having been made and all appropriate waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated, in each case for or in connection with the sale and purchase of the IPT Assets and to carry on the business of any of the IPT Assets; and

(i) where any consent or approval required above is subject to any conditions, such conditions being reasonably acceptable to Wilmar.

The ADM Acquisition will be subject to conditions precedent similar to those applicable to the WHPL Acquisition set out above. In addition, the ADM Acquisition is conditional upon:-

(i) all resolutions as may be necessary or incidental in relation to the WHPL Acquisition having been passed at a general meeting of shareholders of Wilmar or any adjournment thereof; and

(ii) the completion of the WHPL Acquisition.

Save for conditions (b) and (d) above which have been satisfied, the other conditions precedent have not been met as at the Latest Practicable Date, as they are either on-going obligations to be observed up to the completion of the IPT Acquisitions or actions to be taken after the approval by Shareholders in relation to this Circular.

2.6 Shareholders' Approval

The relative figures for the IPT Acquisitions computed on the bases set out in Rule 1006(a) to (d) of the Listing Manual ("**Rule 1006**") are as follows:

(a)	Net asset value of the IPT Assets as compared with the Wilmar Group's net asset value as at 31 December 2005.	Not applicable
(b)	Net profits[(1)] attributable to the IPT Assets as compared with Wilmar's consolidated net profits for FY2005.	25.5%
(c)	Aggregate value of the Consideration Shares given as compared with Wilmar's market capitalisation as at 13 December 2006, being the market day preceding the date of the Announcement.	57.2%
(d)	The number of Consideration Shares compared with the number of Wilmar Shares previously in issue.	57.2%

Note:-

(1) "Net profits" means profit or loss before income tax, minority interests and extraordinary items, as defined in Chapter 10 of the SGX-ST Listing Manual.

As the relative figures under Rules 1006 (c) and (d) have exceeded 20% but have not exceeded 100%, the IPT Acquisitions constitute a major transaction pursuant to Chapter 10 of the SGX-ST Listing Manual and accordingly requires the approval of Shareholders at the EGM. In addition, the issue of the Consideration Shares also requires the approval of Shareholders at the EGM pursuant to Rule 805(1) of the Listing Manual.

Further, as the total value of each of the IPT Acquisitions represents more than 5% of the Wilmar Group's proforma consolidated net tangible assets of US$245.1 million as at 31 December 2005, whether computed by itself or aggregated with other interested person transactions with the WHPL and/or ADM or their associates (as the case may be) which fall outside the ambit of Wilmar's shareholders' mandate for interested person transactions during the current financial year, each of the WHPL Acquisition and the ADM Acquisition is an interested person transaction that has to be announced and approved by Shareholders under Chapter 9 of the Listing Manual.

3. RISK FACTORS

Upon the completion of the KG Merger and the IPT Acquisitions, the Directors believe that the enlarged Wilmar Group will and/or may be vulnerable to the following risk factors:-

3.1 *The enlarged Wilmar Group will have exposure to the cyclicality and fluctuations in the prices of other commodities, in particular, soya bean and soya bean-based products*

Besides palm oil and palm oil related business, the enlarged Wilmar Group will have exposure to the cyclicality and fluctuations in the prices of other commodities and products, in particular, soya bean and soya bean-based products. The prices of these commodities and products are based upon or affected by international prices, which tend to be highly cyclical and subject to significant fluctuations. The prices of these commodities and products are also affected by a number of unpredictable factors, including freight rates, changes in demand and supply, environmental regulations, tariffs, natural disasters, forest fires, weather and strikes in the industry. In addition, the demand for soya bean meal, one of the most important ingredients in animal feed production, may be affected by certain outbreaks, such as bird flu, mad cow disease, etc.

The Wilmar Group manages the risk of market price fluctuations of these commodities by entering into commodities forwards, futures and options contracts. Such risk management and hedging activities are performed by the risk management team within the merchandising team, headed by Mr Teo Kim Yong for the palm and laurics business, and Mr Kuok Khoon Hong for the soya bean business, with two more levels of monitoring and supervision i.e. the Executive Risk Committee (comprising Mr Kuok Khoon Hong as chairman of the committee, Mr Martua Sitorus, Mr Chua Phuay Hee and Mr Teo Kim Yong) and the Risk Management Committee at the board level. However, because the commodities markets are very volatile, the gains or losses on these contracts might not fully offset the corresponding change in the prices of the underlying commodity. Any severe or wide fluctuation in the prices of these commodities and products could adversely affect the business, financial condition, results of operations and prospects in the event that the Wilmar Group is unable to manage such fluctuations effectively through commodities futures and options.

3.2 *The enlarged Wilmar Group and its joint ventures will operate in China, India and other developing countries and will be subject to risks relating to conducting business in such countries*

The enlarged Wilmar Group and its joint ventures will have operations in emerging markets in China, India and other developing countries in Africa and Eastern Europe. The enlarged Wilmar Group and its joint ventures will be subject to political, social, economic, legal, operational and other risks arising from operating in these countries. These risks may include, amongst others:-

(a) civil unrest, military conflict, terrorism, change in political climate and general security concerns;

(b) relatively less developed legal systems and business practices which may give rise to difficulties in enforcement of agreements entered into with counter-parties;

(c) changes in duties payable and taxation rates, import policies and tariffs;

(d) imposition of restrictions on currency conversion or the transfer of funds;

(e) fluctuation in the currency values;

(f) limitations and/or bans on imports and exports;

(g) expropriation or nationalisation of private enterprises or confiscation of private property or assets;

(h) reversal or change of laws, regulations or policies;

(i) changes in or more vigorous enforcement of laws, regulations or governmental policies which increase the cost of compliance with such laws, regulations or policies;

(j) imposition and enforcement of more stringent environmental regulations and the actions of environmental groups;

(k) possible breach of the terms of land use rights grant contracts or an inability to obtain legal and valid titles to plants, warehouses and buildings;

(l) relatively less developed business and communication infrastructure which may hamper efficiency and internal controls; or

(m) reinstatement of commodity boards or state monopolies for any of their products.

Should any of the above risks materialise and they either exceed the coverage of, or are not covered by, the insurance policies of the enlarged Wilmar Group and/or its joint ventures, the results of operations and financial position of the enlarged Wilmar Group may be adversely affected.

3.3 *The enlarged Wilmar Group's joint venture partners could disagree with its business strategies or could compete against it*

The enlarged Wilmar Group currently conducts operations in several countries including China, India, Africa and Eastern Europe through various joint ventures. Some of the products sold by the enlarged Wilmar Group are sold under brand names that belong to these joint venture companies. The enlarged Wilmar Group does not have majority control or management control of some of these joint venture companies. To the extent that is beyond the control of the enlarged Wilmar Group, disagreements may arise between the enlarged Wilmar Group and its joint venture partners concerning expansion plans, capital expenditures, product development, use of brand names, marketing plans and overall business strategy which could cause the disruption or ultimate dissolution of the joint ventures which could in turn adversely affect the business, financial condition, results of operations and prospects of the enlarged Wilmar Group.

The enlarged Wilmar Group's joint venture agreements do not prevent any of its joint venture partners from engaging in businesses that compete with the joint ventures or with the enlarged Wilmar Group. For example, the enlarged Wilmar Group's joint venture partners in China such as ADM and China National Cereals, Oils and Foodstuffs Corporation, have other investments in edible oils and oil seeds crushing businesses. The enlarged Wilmar Group's business operations could be affected if its joint venture partners engage in operations which compete with the enlarged Wilmar Group and/or its joint ventures or divert financial resources and local expertise to other companies which could in turn adversely affect the business, financial condition, results of operations or prospects of the enlarged Wilmar Group.

3.4 *Integration risks*

Upon the completion of the IPT Acquisitions and the KG Merger, in order for Wilmar to realise synergies, Wilmar intends to pool resources and integrate its operations with those of the IPT Assets, PPBOP, KOG and PGEO. Such integration will take place following an operational review and is likely to involve streamlining and rationalisation of operations. Synergies may only be realized gradually due to the integration process. The continued growth and the success of the enlarged Wilmar Group will depend on the speed and ease of integration.

4. IN-PRINCIPLE APPROVAL FROM THE SGX-ST

On 4 June 2007, the SGX-ST granted approval in-principle for the listing and quotation of the Consideration Shares on the Main Board of SGX-ST subject to, *inter alia*, the following conditions:-

(a) Compliance with the SGX-ST's listing requirements and guidelines; and

(b) Shareholders' approval being obtained at the EGM in respect of the IPT Acquisitions.

It should be noted that approval in-principle granted by the SGX-ST to Wilmar for the listing and quotation of the Consideration Shares on the Official List of the SGX-ST is not to be taken as an indication of the merits of any of the IPT Acquisitions, Wilmar, its subsidiaries, the existing issued Shares or the Consideration Shares.

5. RATIONALE FOR THE IPT ACQUISITIONS

Notwithstanding that the IPT Acquisitions are independent and separate corporate developments and are not conditional upon the KG Merger, upon the completion of both the KG Merger and the IPT Acquisitions, the Directors believe that the Wilmar Group would be able to derive significant synergistic benefits as the enlarged entity would be the leading agribusiness group in Asia. This exercise, when completed, will enable the Wilmar Group to achieve its corporate objectives in three key areas:-

(a) The leading merchandiser and processor of palm oil in the world

The IPT Acquisitions and the KG Merger will give the Wilmar Group a significant presence in Malaysia and access to markets in which KOG is dominant. Given the major expansion in oil palm acreage especially in Indonesia, global palm oil production is expected to continue expanding rapidly. This would make palm oil a major global commodity in the future. The combined processing and merchandising activities of the enlarged entity will enable the Wilmar Group to become the leading merchandiser and processor of palm oil in the world.

(b) A significant oil palm plantation owner

The Wilmar Group intends to expand its oil palm acreage aggressively given the favourable outlook for palm oil prices due to growing strong demand for food and energy globally. With the merger with PPBOP, the Wilmar Group will more than double its plantation landbank from 210,000 to 573,405 hectares (based on information available as at 14 December 2006).

As at 31 December 2006, the Wilmar Group owns 66,367 hectares and administers 32,132 hectares of oil palm plantation. The age profile of the oil palms as at 31 December 2006 are as follows:-

Age in years	Planted Area (in hectares)	Plasma Programme (in hectares)	Total (in hectares)
Up to 3 years	9,575	549	10,124
4 to 6 years	6,388	528	6,916
7 to 14 years	34,081	23,314	57,395
15 to 18 years	14,555	7,741	22,296
Above 18 years	1,768	–	1,768
Total	**66,367**	**32,132**	**98,499**

Going forward, the Directors believe that, with the additional expertise of Wilmar and PPBOP in the cultivation of oil palm plantations, the Wilmar Group will be able to expand its oil palm acreage even more aggressively, enabling it to become one of the largest plantation owners.

(c) A dominant processor and merchandiser of agricultural products in China

In China, KOG is one of the largest merchandisers of consumer pack edible oils and also one of the largest manufacturers of specialty fats. It also has manufacturing facilities in oleochemical, flour and feed milling, oil seeds crushing and refining. WHPL and its group of companies, excluding the Wilmar Group, are the largest oil seeds crusher and edible oils refiner in China and a significant seller of consumer pack edible oils and has manufacturing facilities in oleochemical, flour and rice milling and specialty fats. It is also engaged in grain merchandising.

The IPT Acquisitions and the KG Merger will create a fully integrated group from the processing of oil seeds to the merchandising of the finished agricultural products. Its manufacturing facilities will also cover a wide range of agricultural commodities. The combined group will be the leading merchandiser of consumer pack edible oils, the largest oil seeds crusher, edible oils refiner and specialty fats and oleochemical manufacturer.

Wilmar sees great potential in the China market for agricultural products, given the huge population, fast economic growth, and low current per capita consumption of agricultural products. China will become a huge market for quality agricultural products in the future and will become a significant player in the global agricultural commodities market. The Directors believe that the solid base created from the merged entity and the strategic partnership with ADM, a global leader in agricultural commodities, will position Wilmar to be a dominant processor and merchandiser of agricultural products in China.

The IPT Acquisition is to consolidate all of WHPL's assets not already part of Wilmar to complete the integration of the Wilmar Group and eliminate interested person transactions.

Following the Shareholders' approval for the KG Merger, other than to achieve the synergy of combining the IPT Assets with KOG, both of which are focusing on the oils and grains business in China, the IPT Acquisitions are also undertaken to avoid potential conflict or competition between the IPT Assets and KOG, when KOG becomes part of the Wilmar Group following the completion of the KG Merger.

6. INFORMATION ON THE IPT ASSETS

6.1 Historical Background

The Wilmar Group and the IPT Assets are all the entities within the WHPL Group, where WHPL is the holding company with Mr Kuok Khoon Hong, Mr Martua Sitorus and ADM as its ultimate Controlling Shareholders. Since commencement of its business in 1991, the WHPL Group has expanded its operations from the trading of palm oil in Indonesia to become one of the world's largest edible oils refiners and laurics oil producers, and one of Asia's largest oil seeds crushers, in terms of processing capacity as well as one of Asia's leading integrated agribusiness managers.

In a corporate exercise that was announced in December 2005 and completed in July 2006, the Wilmar Group was created by the injection of certain assets, involving substantially the palm oil and palm oil related business, of the WHPL Group into Wilmar (then known as "Ezyhealth Asia Pacific Ltd") while the IPT Assets remain privately held by WHPL.

The IPT Assets were not injected as part of the corporate exercise completed in July 2006 due to commercial consideration on the part of WHPL. The IPT Assets were then initiatives of the WHPL Group in its expansion out of its original business of focusing on palm oil and palm oil related business in Indonesia and Malaysia. Such initiatives in areas such as China were primarily focusing on products based on soya bean and grains and were in their early stage of development with higher risk. The Controlling Shareholders of Wilmar were of the view that the profile of risk and reward associated with such initiatives may not have been received well by the market then, in particular, given the difficult operating environment of the soya bean crushing industry and the consolidation going on in the edible oil industry in China at the time.

6.2 Business Overview

The IPT Assets, under the WHPL Group, are engaged in the business of processing, branding and/or merchandizing of a wide range of edible oils, oil seeds and grains (such as soya bean, rice, corn, wheat, palm oil, peanut, rapeseed, groundnut, sunflower seed, sesame and cotton seed) primarily focusing on products based on soya bean and grains. The IPT Assets are also engaged in the processing of downstream oil-related products such as oleochemical, specialty fats and soya bean protein concentrate for industrial applications.

The main activities of the IPT Assets include:

(a) sourcing and processing of soya bean into soya bean meal for animal feed ingredients and soya bean oil for consumption;

(b) merchandizing of edible oils, oil seeds and grains;

(c) processing of specialty oils and fats which are used in the food industry for confectionery and bakery applications; and

(d) processing of oleochemical which are used in a variety of applications including the manufacture of detergents, shampoos, soaps, cosmetics, pharmaceutical products, food additives and plastics.

The IPT Assets are also engaged in transportation, with its fleet of 6 vessels with an aggregate cargo capacity of approximately 152,540 dead weight tonnage ("**DWT**") and merchandizing of its products through its extensive distribution network to customers in more than 50 countries, including China, India and Indonesia, which are among the world's most populous countries, and countries in America, Europe, South East Asia, Africa and the Middle East.

The IPT Assets have operations in China, India, Africa and Eastern Europe (please refer to Appendix B for the list of the subsidiaries and associated companies forming the IPT Assets and section 6.3.1 for details on the production capacities). The IPT Assets derive their revenue substantially from their China operations held through subsidiaries while contribution from their international operations, as well as their other China operations, are in the form of share of results of associated companies.

The majority of the products manufactured by the China operations of the IPT Assets are sold in the Chinese market to wholesalers, distributors, industrial users and retailers. The IPT Assets in China have more than 10 joint venture manufacturing facilities located in places such as Fangchenggang, Qinhuangdao, Lianyungang, Zhoukou and Yantai in China. In addition, the IPT Assets have more than 20 sales and marketing offices. The IPT Assets' joint venture operations sell its edible oils primarily in bulk as well as in branded consumer packs. The IPT Assets are also major exporters of soya bean meal from China, mainly to Japan.

The presence of the IPT Assets in China is as follows:-

The IPT Assets have a significant presence in India through its joint venture companies in India. Its joint venture partners in India include Adani Exports Group, one of India's largest private trading houses, and the Acalpo Group, a leading local importer, based in the east coast of India. The majority of the products produced by the India operations of the IPT Assets are sold in the Indian market. The IPT Assets in India have more than 20 sales and marketing offices in major cities including Mundra, Mumbai, Kolkata, Kakinada, Chennai and Cochin. The edible oils are sold directly to wholesalers, distributors, industrial users and retailers.

The IPT Assets, together with its joint venture companies, have focused on building established brands for its consumer products to achieve brand recognition and a significant market share with a leading position for its edible oils in China and India. Its "Fortune" brand, belonging to Adani Wilmar Limited, and "口福" (Koufu) brand, belonging to Wilmar China Investments (Yihai) Pte. Ltd., are amongst the market leading brands of edible oils in India and China respectively. Its "鲁花" (Luhua) brand is the market leading brand of peanut oil in China and its "丰苑" (Fengyuan) brand and "四海" (Fourseas) brand are amongst the market leading brands of soya bean meal in China. Wilmar China Investments (Yihai) Pte. Ltd. owns the "丰苑" (Fengyuan) brand, while East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd and Yellowsea Oils and Grains Industries (Shandong) Co., Ltd have the rights to use the "四海" (Fourseas) brand. Various associated companies of the IPT Assets held by Grand Silver (Laiyang) Co. Limited, Wilmar Yihai Investments Pte. Ltd., Wilmar China Investments (Yihai) Pte. Ltd. and Wilmar China New Investments Pte. Ltd. were granted the rights to the use of "鲁花" (Luhua) brand.

Pursuant to the Supplemental Deed, the IPT Assets will include the Additional IPT Assets which are additional investments undertaken by WHPL in China as part of its ongoing group expansion or business development after the signing of the WHPL Acquisition Agreement on 14 December 2006 and up to completion of the WHPL Acquisition Agreement. These additional investments comprise capital expenditures incurred to expand the capacity of the IPT Assets in the area of oil seeds crushing and refining, processing of protein and oleochemical, initiatives in the research, production and sales of seeds and other farm related products as well as port management activities.

Further details of the Additional IPT Assets as at the Latest Practicable Date are set out in section 6.4 and Appendix B of this Circular.

6.3 Production Capacities and Vessels of the IPT Assets

6.3.1 As at 31 December 2006, the IPT Assets' production capacities are as follows:-

	Subsidiaries (MT per annum)	Associated companies (MT per annum)	Total
China			
Crushing[1]	10,576,500	5,388,900	15,965,400
Fractionation	792,000	511,500	1,303,500
Refining	3,234,000	1,254,000	4,488,000
Specialty Fats	66,000	–	66,000
Oleochemical	207,900	–	207,900
Consumer oil packaging	1,221,990	1,141,800	2,363,790
Rice milling	297,000	99,000	396,000
Flour milling	495,000	247,500	742,500
India			
Crushing[2]	–	231,000	231,000
Refining	–	957,000	957,000
Others			
Ukraine – Refining	495,000	–	495,000
Sri Lanka – Refining	90,750	–	90,750
Uganda – Refining	–	165,000	165,000
Ghana – Crushing[3]	–	40,000	40,000
Total for the IPT Assets	**17,476,140**	**10,035,700**	**27,511,840**

Notes:-

(1) Crushing of oil seeds such as soya bean, rapeseed, cottonseed and sunflower seed.
(2) Crushing of soya bean.
(3) Crushing of shea nut.

As at 31 December 2006, the Wilmar Group's production capacities are as follows:-

	Subsidiaries (MT per annum)	Associated companies (MT per annum)	Total
Indonesia			
Refining	5,009,400	–	5,009,400
Fractionation	4,847,700	–	4,847,700
Crushing	1,894,200	–	1,894,200
Palm fruits milling	7,080,000	–	7,080,000
Specialty Fats	166,320	–	166,320
Fertiliser	448,800	–	448,800
Consumer packing	135,960	–	135,960
Malaysia			
Refining	330,000	858,000	1,188,000
Fractionation	330,000	792,000	1,122,000
Crushing	–	198,000	198,000
Consumer packing	105,600		105,600
Total for the Wilmar Group	**20,347,980**	**1,848,000**	**22,195,980**
Total for the IPT Assets and the Wilmar Group	**37,824,120**	**11,883,700**	**49,707,820**

6.3.2 Details of the IPT Assets' fleet of vessels as at 31 December 2006 are as follows:-

Vessel	Owner	Flag	Capacity (DWT)	Year Built
Theresa-3	Galaxy Shipping Ltd	Panama	16,980	1980
Theresa-8	Cosmos Shipping Ltd	Panama	22,000	1980
Theresa Gemini	Isabel Shipping Co Pte. Ltd.	Liberia	39,700	1981
Theresa Pegasus	Natalie Shipping Co Pte. Ltd.	Liberia	39,740	1983
Theresa Jupiter	Olivia Shipping Co Pte. Ltd.	Tuvalu	17,620	1980
Theresa Aries	Sasa Shipping Co Pte. Ltd.	Singapore	16,500	2006
Total			152,540	

Details of the Wilmar Group's fleet of vessels as at 31 December 2006 are as follows:-

Vessel	Owner	Flag	Capacity (DWT)	Year Built
Analisa	Analisa Shipping Co Pte Ltd	Singapore	4,300	1978
Monalisa	Monalisa Shipping Co Pte Ltd	Singapore	6,240	1981
Theresa-2	Lisa Shipping Co. Pte Ltd	Singapore	12,900	1982
Belicia	Alicia Shipping Co Limited	Panama	4,150	1980
Tirta Niaga-1	PT Tirta Arung Intiniaga	Indonesia	6,500	1975
Putri Sakti (Ex-Tirta Niaga-2)	PT Tirta Arung Intiniaga	Indonesia	6,600	1979
Total			40,690	
Total for the IPT Assets and the Wilmar Group			**193,230**	

6.4 Selective Financial Data

The following selective financial data are extracted from the unaudited proforma consolidated financial statements of the IPT Assets that have been prepared for illustrative purposes only, based on certain assumptions and after making certain adjustments to show:

(i) what the financial results of the IPT Assets for the years ended 31 December 2004, 2005 and 2006 would have been if the IPT Assets structure as described in section 1 and section 2 of this Circular had been in place on 1 January 2004; and

(ii) what the financial positions of the IPT Assets as of the date of the balance sheets as at 31 December 2005 and 2006 would have been if the IPT Assets structure, as described in section 1 and section 2 of this Circular had been in place on 1 January 2004.

Given that the unaudited proforma consolidated financial statements are proforma in nature and for illustrative purposes only, they are not necessarily indicative of the results of operations or financial positions that would have been attained had the IPT Assets as a group existed earlier.

Proforma Consolidated Income Statements

	FY 2004 USD'000	FY 2005 USD'000	FY 2006 USD'000
Revenue (1)	2,036,824	2,785,244	3,267,711
Operating expenses	(2,029,844)	(2,777,410)	(3,130,493)
Other income	9,719	8,538	9,372
Profit from operations	16,699	16,372	146,590
Interest income	3,470	3,453	9,205
Finance costs	(12,332)	(18,159)	(37,546)
Share of results of associated companies	14,715	17,104	50,094
Profit before tax (2)	22,552	18,770	168,343
Profit after tax	20,340	18,530	165,175
Minority interest	(12,077)	(10,499)	(38,993)
Net profit attributable to shareholders	8,263	8,031	126,182

Note:-

(1) The following table presents the breakdown of the IPT Assets' revenue based on its business segments:-

	FY2004 US$'000	FY2005 US$'000	FY2006 US$'000
Merchandising & Processing	2,250,406	3,001,880	3,464,754
- Palm & Laurics	*177,230*	*322,409*	*511,120*
- Soya bean & meal	*2,073,176*	*2,679,471*	*2,953,634*
Others	–	–	107,064
Inter-group eliminations	(213,582)	(216,636)	(304,107)
Total Revenue *	2,036,824	2,785,244	3,267,711

* The revenue of the IPT Assets includes sales which would have been reported by the Wilmar Group as part of its revenue and the breakdown between such sales included in the revenue of the Wilmar Group and additional sales not reported by the Wilmar Group are as follows:

	FY2004 US$'000	FY2005 US$'000	FY2006 US$'000
Sales reported by the Wilmar Group	1,465,579	1,891,121	2,641,155
Additional sales to be consolidated into the Wilmar Group	571,245	894,123	626,556

(2) The following table presents the list of subsidiaries and associated companies among the IPT Assets with profit before tax exceeding a threshold equal to 5% of Wilmar's profit before tax for FY2006 (Please refer to Appendix B for the respective equity interests in these companies to be held by Wilmar following the completion of the IPT Acquisitions):-

Subsidiaries

a. Wilmar Great Ocean Investment Pte Ltd*

Held by Wilmar Great Ocean Investment Pte Ltd

b. Great Ocean Oil & Grain Industries (Fangchenggang) Company Limited*

Held by Wilmar China Investments Pte Ltd

c. Yihai (Yantai) Oils & Grains Industries Co., Ltd*

d. Yihai (Lianyungang) Oils & Grains Industries Co., Ltd*

Held by Wilmar Golden Sea Investment Pte Ltd

e. Qinhuangdao Goldensea Grain and Oil Industry Co., Ltd*

Held by Wilmar Fujian Investments Pte Ltd

f. Quanzhou Fortune Sea Oils & Grains Industries Co., Ltd*

Held by Yihai Investment Co., Ltd

g. Shanghai Yihai Commercial Co., Ltd*

* *Not adjusted for any inter-group elimination*

Associated companies

h. Equatorial Trading Limited and its subsidiaries

Held by Grand Silver (Laiyang) Co. Limited

i. Laiyang Luhua Fragrant Peanut Oil Co., Ltd

Held by Kenspot International Pte Ltd

j. East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd

Proforma Consolidated Balance Sheet

	Unaudited as at 31 December 2005 US$'000	Unaudited as at 31 December 2006 US$'000
Non-Current Assets		
Intangibles	601	3,420
Property, plant and equipment	566,927	694,658
Investment in associates	160,912	224,973
Other receivables	47,429	54,570
	775,869	977,621
Current Assets		
Inventories[2]	350,739	600,521
Trade and other receivables[3]	308,705	424,127
Cash and cash equivalents	236,362	254,622
	895,806	1,279,270
Total Assets	1,671,675	2,256,891
Non-Current Liabilities		
Other payables	5	75
Shareholders loans from WHPL[1]	–	7,410
Loan from minority shareholders	10,044	12,606
Bank Borrowings	73,918	71,594
	83,967	91,685
Current Liabilities		
Trade and other payables	153,252	403,905
Bank borrowings	703,047	794,037
Current tax payable	3,509	7,180
	859,808	1,205,122
Capital and Reserves		
Share Capital	28,824	47,700
Shareholders loans from WHPL[1]	323,058	337,473
Shareholders loans from ADM and its affiliates[1]	125,807	161,289
Reserves	153,982	271,097
	631,671	817,559
Minority Interest	96,229	142,525
Total Equity	727,900	960,084
Total Equity and Liabilities	1,671,675	2,256,891

Note:-

(1) Pursuant to the WHPL Acquisition Agreement, the Supplemental Deed and the ADM Acquisition Agreements, the WHPL Shareholder's Loans and the ADM Shareholders' Loans outstanding as at 14 December 2006 of approximately US$498.8 million shall be assumed by Wilmar. Further, Additional Shareholders' Loans extended by WHPL after 14 December 2006 and up to 31 December 2006 amounted to approximately US$7.4 million. Such Additional Shareholders' Loans shall be repayable by the IPT Assets to WHPL. Please refer to sections 2.2 and 2.3 of this Circular for the salient terms relating to, *inter alia*, the WHPL Shareholder's Loans, the ADM Shareholders' Loans, the Additional Shareholders' Loans and the Additional IPT Assets.

(2) Breakdown of inventories

	As at 31 December 2005 US$'000	As at 31 December 2006 US$'000
Finished goods	164,051	303,826
Raw materials	127,580	280,840
Consumables -spare/indirect materials	11,350	9,104
Stock in transit	47,758	6,751
Total inventories	350,739	600,521

There was no provision for inventories as at the respective year-ends. However, the amount of inventories written off in the proforma consolidated income statements for FY2005 and FY2006 amounted to approximately US$87,526 and US$488,793 respectively.

(3) Breakdown of trade and other receivables

	As at 31 December 2005 US$'000	As at 31 December 2006 US$'000
Trade debtors *	77,466	91,513
Due by associates	38,121	46,154
Due by related party corporations	74,728	41,349
Tax recoverable	294	809
Other receivables	117,079	243,561
Derivative financial instruments	1,017	741
Total trade & other receivables	308,705	424,127

* The trade debtors as at the respective year-ends were net of provision for doubtful debts amounting to US$529,722 as at 31 December 2005 and US$740,031 as at 31 December 2006.

In addition to the Proforma Financial Statements for the IPT Assets as detailed above, the breakdown of the cost of investment incurred up to 25 May 2007 for the Additional IPT Assets (as defined in section 2.2.3 of this Circular) is as follows:-

	(a) Registered capital contributed (US$'000)	**(b) Shareholders' loan extended (US$'000)**	**(a) + (b) Total cost of investment incurred (US$'000)**
Additional IPT Assets	29,893	1,100	30,993

Review of Financial Performance

FY2004

For FY2004, the IPT Assets achieved revenue of US$2,036.8 million as a result of increased production capacity with the commencement of new plants as well as expansion of capacity in its existing plants. During FY2004, the IPT Assets commissioned a new soya bean protein processing plant in Shanhaiguan with a crushing capacity of 1,200 MT per day. Its existing plants in Fangchenggang, Lianyungang, and Qinhuangdao also completed their second phase construction with the commissioning of an additional 12,000 MT per day crushing capacity.

However, profit margins were adversely affected by the significant increase in the cost of raw materials, mostly imported soya bean, with no corresponding increase in the selling prices of its finished goods, mainly soya bean meal and edible oils. The selling prices of its finished goods were adversely affected by bird flu outbreak experienced in China during the first quarter of the year as well as excessive oil seeds crushing capacity. Low profit margin was also attributable to intense competition as a result of many plants commissioned during the year. In addition, under-utilisation of capacity of new plant and capacity expansion commissioned during the year together with its associated start-up costs incurred further affected the profit margin.

Consequently, profit from operations achieved was US$16.7 million in FY2004, resulting in an operating margin of 0.8% in FY2004.

Similarly, share of results of the associated companies of the IPT Assets were also affected by the same factors mentioned above. Share of results of the associated companies of the IPT Assets was US$14.7 million in FY2004.

Overall, the IPT Assets achieved a net profit of US$8.3 million in FY2004.

FY2005

For FY2005, revenue of the IPT Assets increased by approximately 36.7% from US$2,036.8 million in FY2004 to US$2,785.2 million in FY2005, primarily due to higher sales volume achieved with the commissioning of new plants and full year contributions from plants commissioned in the prior year. In the first quarter of FY2005, the IPT Assets commissioned two new crushing plants in Changji and Quanzhou with a total crushing capacity of approximately 3,000 MT per day.

However, profit margins remained low in FY2005, despite an easing of the prices of raw materials which comprised mostly imported soya bean. The pressure on profit margins of the IPT Assets remained intense owing to continued keen competition experienced by the Chinese oil seeds processing industry as a result of excessive crushing capacity. In FY2005, the plant construction and the capacity expansion undertaken by the IPT Assets during FY2004 and FY2005, as well as the consumer pack business ventured into in FY2005 had not started to provide a meaningful contribution to the earnings of the IPT Assets in FY2005.

As a result, profit from operations decreased marginally by approximately 2.0% from US$16.7 million in FY2004 to US$16.4 million in FY2005 where operating margin was further eroded from approximately 0.8% to approximately 0.6%.

Share of results of the associated companies of the IPT Assets increased by approximately 16.2% from US$14.7 million in FY2004 to US$17.1 million in FY2005 with improved contributions from both its associated companies in China and its international operations.

Overall, the IPT Assets reported a decrease in net profit by approximately 2.8% from US$8.2 million in FY2004 to US$8.0 million in FY2005.

FY2006

For FY2006, the IPT Assets recorded an increase in revenue by approximately 17.3% from US$2,785.2 million in FY2005 to US$3,267.7 million in FY2006. This was mainly due to higher sales volume achieved for edible oil products as a result of higher utilisation rate achieved in some of its refining plants. The higher utilization rates achieved by its refining plants were primarily attributable to the importing of other crude vegetable oils such as crude palm oil in addition to the refining of crude soya bean oil supplied from its own crushing plants.

In FY2006, the average selling prices of soya bean meal and edible oil products remained favourable and there was a decrease in the average price of raw material comprising mostly imported soya bean. In addition, utilisation of the IPT Assets' crushing and refining capacities improved significantly with the consolidation of the oil seeds processing industry in China. The IPT Assets also started to enjoy significant contribution from the plants constructed in the earlier years. As a result, the profit margin of the IPT Assets improved significantly.

Profit from operations increased significantly by approximately 795.4% from US$16.4 million in FY2005 to US$146.6 million in FY2006 with a significant improvement in its operating margin from approximately 0.6% to approximately 4.5%.

Share of results of the associated companies of the IPT Assets increased by approximately 192.9% from US$17.1 million in FY2005 to US$50.1 million in FY2006.

Overall, IPT Assets recorded an increase in net profit by approximately 1,471.2% from US$8.0 million in FY2005 to US$126.2 million in FY2006.

Review of Financial Position

IPT Assets

The property, plant and equipment of the IPT Assets increased by approximately 22.5% primarily due to the completion of a few new plants and the initiation of new projects to build new plants as well as expansion in capacity for existing plants during FY2006. The IPT Assets commenced operation of one flour milling plant in Zhoukou and two rice milling plants in Jiamusi and Fujin.

The construction of the IPT Assets is completed and the IPT Assets are in operation as at 14 December 2006. However, the IPT Assets will continue to incur capital expenditures on an ongoing basis as part of its business development and such capital expenditures shall be borne and reimbursed by Wilmar in the event of the completion of the IPT Acquisition.

Investment in the associated companies of the IPT Assets increased by approximately 39.8% in FY2006 primarily due to the share of result of the associated companies amounting to approximately US$50.1 million in FY2006.

The IPT Assets saw its inventories increased by approximately 71.2% in FY2006 with its inventories turnover days increasing from 48 days to 72 days. This is primarily attributable to the increase in prices for imported soya bean in the 4th quarter of FY2006, as well as the increase in the purchase of soya bean domestically in China during the harvest period (which typically commenced in the 4th quarter of each year). The higher domestic purchases were as a result of lower prices for domestic soya bean as compared with the prices of imported soya bean during the 4th quarter of FY2006.

Its trade and other receivables increased by approximately 37.4% primarily due to the increase in other receivables by approximately 108.0%, while the trade receivables increased by approximately 18.1% in line with the approximately 17.3% increase in sales for FY2006. Trade receivables turnover improved from 20 days to 11 days as a result of primarily tightened collection and credit monitoring effort initiated by the management during FY2006.

The other receivables are primarily advances extended to suppliers of raw materials such as soya bean and other oil seeds. As mentioned above with regards to the increase in inventories, the IPT Assets increased its advances to the domestic suppliers of soya bean and other oil seeds to secure the supply of such raw material to take advantage of the favourable prices of soya bean from domestic suppliers as compared with prices of imported soya bean.

Trade and other payables increased by 163.6% due to substantially higher purchases of raw material as well as higher advances received from its customers. The IPT Assets increased its volume of raw material purchases to meet the requirements of its higher production capacities by end of FY2006. At the same time, prices for its raw material also went up substantially during the 4th quarter of FY2006. The substantial increase in advances from its customers reflected the position taken by its customers to secure the supply of products from the operations of the IPT Assets in anticipation of their own needs.

Based on the proforma consolidated financial statements of the IPT Assets for the financial year ended 31 December 2006, the shareholders equity of the IPT Assets was approximately US$318.8 million. In addition, the WHPL Shareholder's Loans and the ADM Shareholders' Loans to be assumed by Wilmar amounted to approximately US$498.8 million as at 14 December 2006. As such, the aggregate book value (comprising both the shareholders' equity and shareholders' loans to be assumed by Wilmar) of the IPT Assets to be acquired by Wilmar amounted to approximately US$817.6 million.

Additional IPT Assets

The cost of investment incurred and to be incurred in the Additional IPT Assets comprise mainly capital expenditures undertaken by the IPT Assets as part of its ongoing group expansion and business development in China.

Based on the new business development activities initiated as at the Latest Practicable Date, the total capital commitment undertaken by WHPL, as the parent company of the Additional IPT Assets, amounted to approximately US$160.0 million of which approximately US$31.0 million has been incurred up to the Latest Practicable Date. The remaining capital commitment will be incurred progressively over the next 12 months.

Pursuant to the Supplemental Agreement as set out in section 2.2.3 above, the Additional IPT Assets shall be acquired, along with the completion of the IPT Acquisitions, by way of reimbursing WHPL for the cost incurred up to the completion date of the WHPL Acquisition Agreement at a sum not exceeding US$70.0 million, being the Additional IPT Assets Threshold, which is the expected amount to be incurred as capital expenditures up to 31 August 2007.

6.5 Management Team of the IPT Assets

The WHPL Group, including the Wilmar Group and the IPT Assets, was founded by Mr Kuok Khoon Hong and Mr Martua Sitorus and they along with some of the key management staff of the Wilmar Group continue to be the overall top management of the IPT Assets.

The particulars of the local management team of the IPT Assets, who are primarily based in China overseeing the operations of all the subsidiaries of the IPT Assets in China, are as follows:-

Name	Age	Position within the IPT Assets and qualification
Mu Yan Kui (PRC National)	46	- Former Vice President of a state-owned company, Hebei Province Oils & Grains Group Co. Ltd - Joined the IPT Assets since 2000. Presently, positions held are as follows: 1) Deputy Chairman, Yihai Investment Co., Ltd (functioning as the head office of the IPT Assets in China) and Shanghai Yihai Commercial Co., Ltd; 2) Director & General Manager, Qinhuangdao Goldensea Grain and Oil Industry Co., Ltd; and 3) Director of a few other companies in the IPT Assets, such as Great Ocean Oil & Grain Industries (Fangchenggang) Company Limited, East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd, Yihai (Shijiazhuang) Oils & Grains Industries Co., Ltd, etc. - Graduated from the Zhengzhou Oils & Grains College, major in Oils & Fats in 1985
Niu Yu Xin (PRC National)	44	- Former General Manager of Kanghui Oils & Fats Co., Ltd since 1998 - Joined the IPT Assets since 2001. Presently, positions held are as follows: 1) Director & General Manager, Yihai Investment Co., Ltd and Shanghai Yihai Commercial Co., Ltd; and 2) Director of a few other companies in the IPT Assets, such as Yihai (Lianyungang) Oils & Grains Industries Co., Ltd, Yihai (Yantai) Oils & Grains Industries Co., Ltd, Yihai (Zhoukou) Oils & Grains Industries Co., Ltd, etc. - Graduated from the Chinese Academy of Social Sciences, Master in Economics

Name	Age	Position within the IPT Assets and qualification
Tu Chang Ming (PRC National)	47	- Former Chairman of Wuhan Zhongzhi New Century Oils & Grains Co., Ltd (currently known as New Century Oils & Grains (Wuhan) Co., Ltd) since 1998 - Joined the IPT Assets since 2002. Presently, positions held are as follows: 1) Director, Yihai Investment Co., Ltd and Shanghai Yihai Commercial Co., Ltd; 2) Chairman, New Century Oils & Grains (Wuhan) Co., Ltd; and 3) Director, YueYang LuLiang New Century Oils & Grains Industries Co., Ltd - Bachelor of Planning & Statistic from Shanxi University of Finance & Economics
Shao Bin (PRC National)	41	- Former General Manager of Guangzhou Zhizhiyuan Oils & Fats Co., Ltd from 2001 to 2003; and Deputy General Manager of Yingkou Bohai Oils & Fats Industries Co., Ltd from 1993 to 2001 - Joined the IPT Assets since 2003. Presently, positions held are as follows: 1) Director, Yihai Investment Co., Ltd and Shanghai Yihai Commercial Co., Ltd; and 2) Director of a few other companies in the IPT Assets, such as New Century Oils & Grains (Wuhan) Co., Ltd, YueYang LuLiang New Century Oils & Grains Industries Co., Ltd, Yihai (Sichuan) Oils & Grains Industries Co., Ltd, etc. - Bachelor of Science (Biology) from Liao Ning University
Loke Mun Yee (Malaysian)	36	- With international accounting firms from 1994 to 2000 - Joined the WHPL Group since June 2000. Presently, positions held are as follows: 1) Group Financial Controller, IPT Assets (China operation) since Oct 2003; 2) Director, Yihai Investment Co., Ltd and Shanghai Yihai Commercial Co., Ltd; and 3) Director of a few other companies in the IPT Assets, such as Qinhuangdao Goldensea Grain and Oil Industry Co., Ltd, Yihai (Guangzhou) Oils & Grains Industries Co., Ltd, Yihai (Jiamusi) Oils & Grains Industries Co., Ltd, etc. - Obtained the Association of Certified and Chartered Accountants qualification since 1994

7. FINANCIAL EFFECTS

Shareholders are advised to read this section carefully and to note that the financial effects in this section are proforma in nature and for illustrative purposes only.

The proforma financial effects of the IPT Acquisitions (excluding the Additional IPT Assets) and the KG Merger on the share capital, earnings, NTA and gearing of the Wilmar Group in respect of FY2006 have been prepared based on the unaudited proforma consolidated financial statements of the Wilmar Group, the unaudited financial statements of PPBOP, PGEO and KOG and the unaudited proforma consolidated financial statements of the IPT Assets for FY2006.

For the purpose of illustration, the financial effects of the IPT Acquisitions (excluding the Additional IPT Assets) and the KG Merger, are based on, *inter alia*, the following assumptions:-

(a) (i) the Wilmar Group's earnings and earnings per share, are computed assuming that the KG Merger and the IPT Acquisitions were completed on 1 January 2006; and (ii) in relation to the Wilmar Group's NTA and gearing as at 31 December 2006, computed assuming that the KG Merger and the IPT Acquisitions were completed on 31 December 2006;

(b) the financial statements of the Wilmar Group, KOG and the IPT Assets are reported in US$. They have been translated where necessary, in respect of profit and loss items using the average exchange rate of RMB8.177 and RMB7.824 per US$ for the 12 months ended 31 December 2005 and 31 December 2006 respectively. In respect of balance sheet items, they have been translated using the closing exchange rate of RMB8.065 and RMB7.809 per US$ as at 31 December 2005 and 31 December 2006 respectively. PGEO and PPBOP's financial statements are reported in RM and they have been translated where necessary, in respect of profit and loss items using the average exchange rate of RM3.652 per US$ for the 12 months ended 31 December 2006. In respect of balance sheet items, they have been translated using closing exchange rate of RM3.53 per US$ as at 31 December 2006;

(c) as the purchase price allocation to goodwill, intangible assets and other assets have not been finalised, the carrying values of the net assets acquired in PPBOP, PGEO and KOG in connection with the KG Merger have been assumed to approximate fair values. In addition, no impairment assessment of the resultant goodwill has been performed. On completion of the KG Merger, the deemed consideration for the KG Merger for accounting purposes will be based on the fair market value of each Wilmar Share at the date of completion of the PPBOP Acquisition, the PGEO Acquisition and the Proposed KOG Acquisition respectively. As the final goodwill has to be determined at the completion of the PPBOP Acquisition, the PGEO Acquisition and the Proposed KOG Acquisition, the actual goodwill could be materially different from the assumption used above. Any goodwill arising thereon from the PPBOP Acquisition, the PGEO Acquisition and the Proposed KOG Acquisition will be accounted for in accordance with the accounting policies of the Wilmar Group and assessed for impairment as appropriate;

(d) the proforma consolidated financial statements of the enlarged Wilmar Group in relation to the IPT Acquisitions have been prepared in accordance with the principles of merger accounting as the IPT Acquisitions give rise to a business combination of entities under common control. Any difference between the amount recorded as share capital issued and the nominal value of the shares acquired is adjusted against equity as merger reserve;

(e) the financial effects illustration takes into account adjustments for the amounts owing from the IPT Assets to WHPL and ADM which will be assigned to or assumed by Wilmar on the completion of the IPT Acquisitions;

(f) an aggregate of 3,852,876,228 (comprising 2,403,154,004 new Wilmar Shares for the KG Merger and 1,449,722,224 Consideration Shares for the IPT Acquisitions) new Wilmar Shares were issued on 1 January 2006;

(g) no adjustments have been made to align differences resulting from the adoption of different accounting policies by the Wilmar Group, PPBOP, PGEO, KOG and the IPT Assets.

Given that the proforma financial effects presented below are proforma in nature and only for illustrative purposes, they do not represent the actual financial position and/or results of the Wilmar Group immediately after the completion of the IPT Acquisitions.

In addition, the acquisition of the Additional IPT Assets will not have a material effect on the proforma financial effects presented in the following section.

7.1 Share Capital

	Before the KG Merger and the IPT Acquisitions	After the KG Merger and before the IPT Acquisitions	Immediately after the KG Merger and the IPT Acquisitions
As at 31 December 2006			
Number of Wilmar Shares ('000)	2,532,805	4,935,959	6,385,681

7.2 NTA

	Before the KG Merger and the IPT Acquisitions	After the KG Merger and before the IPT Acquisitions	Immediately after the KG Merger and the IPT Acquisitions
As at 31 December 2006			
Consolidated NTA (US$'000) (1)	550,255	1,397,082	2,216,152
Number of Wilmar Shares ('000)	2,532,805	4,935,959	6,385,681
NTA per Wilmar Share (US cents)	21.73	28.30	34.71

Note:-

(1) The NTA used in the table above does not take into account minority interests.

7.3 Earnings

	Before the KG Merger and the IPT Acquisitions	After the KG Merger and before the IPT Acquisitions	Immediately after the KG Merger and the IPT Acquisitions
FY2006			
Earnings (US$'000) (1)	104,612	273,375	399,557
Number of Wilmar Shares ('000)	2,532,805	4,935,959	6,385,681
Earnings per Wilmar Share (US cents)	4.13	5.54	6.26

Note:-

(1) The earnings attributable to Shareholders used in the table above do not take into account minority interests.

7.4 Gearing ratios

	Before the KG Merger and the IPT Acquisitions	After the KG Merger and before the IPT Acquisitions	Immediately after the KG Merger and the IPT Acquisitions
As at 31 December 2006			
Total borrowings (US$'000) (1)	759,591	1,607,579	2,473,209
Cash and cash equivalents (US$'000)	43,980	145,451	400,073
Shareholders' fund (US$'000) (1)	584,842	3,430,805	5,171,987
Gross gearing (times) (1)	1.30	0.47	0.48
Net gearing (times) (1)	1.22	0.43	0.40

Note:-

(1) The expression "Total borrowings" means the aggregate of liabilities arising out of borrowings from banks and financial institutions. The expression "Shareholders' fund" refers to the aggregate of the issued and paid-up share capital, capital and other reserves of the Wilmar Group and excludes minority interests. "Gross gearing" is computed based on the ratio of total borrowings to Shareholders' fund and "Net gearing" is computed based on the ratio of total borrowings less cash and cash equivalents to Shareholders' fund.

8. RESULTING SHAREHOLDINGS OF WILMAR FOLLOWING THE IPT ACQUISITIONS AND THE ENTIRE KG MERGER

Based on the shareholdings of Wilmar as at the Latest Practicable Date, taken into consideration the completed PGEO Acquisition (and assuming the successful acquisition of 100% interests in the share capital of PPBOP), Wilmar's shareholdings before and immediately after the IPT Acquisitions as well as immediately after the entire KG Merger and IPT Acquisitions are tabulated below:-

	As at the Latest Practicable Date before the IPT Acquisitions				Immediately after the IPT Acquisitions				Immediately after the entire KG Merger and IPT Acquisitions			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	Number of Shares (million)	%	Number of Shares (million)	%	Number of Shares (million)	%	Number of Shares (million)	%	Number of Shares (million)	%	Number of Shares (million)	%
Directors												
Kuok Khoon Hong [(1) (7)]	–	–	2,076.5	54.0	–	–	3,099.0	58.5	–	–	3,099.0	48.5
Martua Sitorus [(1)]	–	–	2,075.0	54.0	–	–	3,097.5	58.5	–	–	3,097.5	48.5
Chua Phuay Hee	–	–	–	–	–	–	–	–	–	–	–	–
Teo Kim Yong	–	–	–	–	–	–	–	–	–	–	–	–
William Henry Camp	–	–	–	–	–	–	–	–	–	–	–	–
Yu Hung Yen, Stephen (alternate to William Henry Camp)	–	–	–	–	–	–	–	–	–	–	–	–
Yeo Teng Yang	–	–	–	–	–	–	–	–	–	–	–	–
Leong Horn Kee	–	–	–	–	–	–	–	–	–	–	–	–
Tay Kah Chye	–	–	–	–	–	–	–	–	–	–	–	–
Kwah Thiam Hock	–	–	–	–	–	–	–	–	–	–	–	–
Substantial Shareholders (other than Directors)												
WHPL[(1)]	2,075.0	54.0	–	–	3,097.5	58.5	–	–	3,097.5	48.5	–	–
WIHL[(1)]	–	–	2,075.0	54.0	–	–	3,097.5	58.5	–	–	3,097.5	48.5
Golden Parklane Limited [(1)]	–	–	2,075.0	54.0	–	–	3,097.5	58.5	–	–	3,097.5	48.5
ADML[(1) (2)]	–	–	2,075.0	54.0	70.8	1.3	3,097.5	58.5	70.8	1.1	3,097.5	48.5
Global Cocoa [(2)]	–	–	–	–	356.4	6.7	–	–	356.4	5.6	–	–
ADM [(1) (2)]	–	–	2,075.0	54.0	–	–	3,524.7	66.6	–	–	3,524.7	55.2

	As at the Latest Practicable Date before the IPT Acquisitions				Immediately after the IPT Acquisitions				Immediately after the entire KG Merger and IPT Acquisitions			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	Number of Shares (million)	%	Number of Shares (million)	%	Number of Shares (million)	%	Number of Shares (million)	%	Number of Shares (million)	%	Number of Shares (million)	%
FFM Berhad [3] [5]	287.1	7.5	[3] [5] 0.0	0.0	287.1	5.4	–	–	474.3	7.4	118.5	1.9
PPB Group Berhad [3] [5]	558.1	14.5	298.5	7.8	558.1	10.6	298.5	5.6	558.1	8.7	604.1	9.5
Kuok Brothers Sdn Berhad [3] [4] [5]	0.2	0.0	857.9	22.3	0.2	0.0	857.9	16.2	0.2	0.0	1,163.6	18.2
Harpole Resources Limited [4] [5]	–	–	–	–	–	–	–	–	545.8	8.6	–	–
Kerry 1989 (C.I.) Ltd [4] [5]	–	–	–	–	–	–	–	–	–	–	545.8	8.6
Kerry Holdings Ltd [3] [4] [5]	–	–	[5] 30.9	[5] 0.8	–	–	[5] 30.9	[5] 0.6	–	–	576.7	9.0
Kerry Group Ltd [3] [4] [5]	–	–	[5] 30.9	[5] 0.8	–	–	[5] 30.9	[5] 0.6	–	–	576.7	9.0
Other shareholders [3] [4] [5] [7]	45.4	1.2	–	–	45.4	0.9	–	–	404.0	6.3	–	–
Public shareholders [6]	878.6	22.9	–	–	878.6	16.6	–	–	878.6	[6] 13.8	–	–
Total	**3,844.4**	**100.0**			**5,294.1**	**100.0**			**6,385.7**	**100.0**		

Notes:-

(1) WHPL, a subsidiary of WIHL, owns 2,075,000,000 Shares in the share capital of Wilmar. Pursuant to Section 7(6) of the Companies Act, WIHL is deemed to be interested in such Shares. Accordingly, Mr Kuok Khoon Hong, Mr Martua Sitorus, ADML, ADM and Golden Parklane Limited ("**Golden Parklane**") are also deemed interested in such shares via their interests in WIHL.

(2) ADML and Global Cocoa are subsidiaries of ADM. Assuming the Wilmar Shares under the ADM Acquisitions (to the extent entered into with ADML and Global Cocoa respectively) are to be allotted and issued to ADML and Global Cocoa respectively, ADM is deemed to be interested in the Consideration Shares held by ADML and Global Cocoa in Wilmar.

(3) As at the Latest Practicable Date, PPB Group Berhad ("**PPBG**") has accepted the offer in relation to the VGO for its 54.5% direct interests and 1.1% indirect interests [5] in PPBOP. Wilmar has allotted and issued 1,012,686,821 Wilmar Shares pursuant to the VGO in respect of acceptances received representing 98.8% of the issued share capital of PPBOP and Wilmar is presently in the process of exercising its rights to compulsorily acquire the remaining PPBOP shares for which acceptances have not been received. Assuming the successful acquisition of 100% interests in the issued share capital of PPBOP, Kuok Brothers Sdn Berhad ("**Kuok Brothers**") will own directly and indirectly approximately 22.3% of the issued share capital of Wilmar via its direct and indirect interests in PPBG and FFM Berhad ("**FFM**") as well as via its interests in Gaintique Sdn Bhd ("**Gaintique**") [5], Hoe Sen (Mersing) Sdn Bhd ("**Hoe Sen**") [5] and Min Tien & Company Sdn Bhd ("**Min Tien**") [5], all of which have accepted the offer in relation to the VGO for their direct interests in PPBOP. Kuok Brothers, Kerry Group Limited ("**Kerry Group**") and Kerry Holdings Limited ("**Kerry Holdings**") hold in aggregate approximately 46.8% direct and indirect interests in PPBG. FFM and Hexarich Sdn Bhd ("**Hexarich**") [5] are wholly owned by PPBG while Taloh Sdn Bhd ("**Taloh**") [5] and Buxton Limited ("**Buxton**") [5] are wholly owned by FFM. Accordingly, (i) FFM is deemed to be interested in the Wilmar Shares held by Taloh and Buxton, (ii) PPBG is deemed to be interested in the Wilmar Shares held by FFM, Taloh, Buxton and Hexarich, and (iii) Kuok Brothers is deemed to be interested in the Wilmar Shares held by PPBG, FFM, Taloh, Buxton, Hexarich, Gaintique, Hoe Sen and Min Tien. Upon completion of the Proposed KOG Acquisition, FFM will hold an additional 187,123,791 Wilmar Shares in exchange for its 17.1% interest held in KOG.

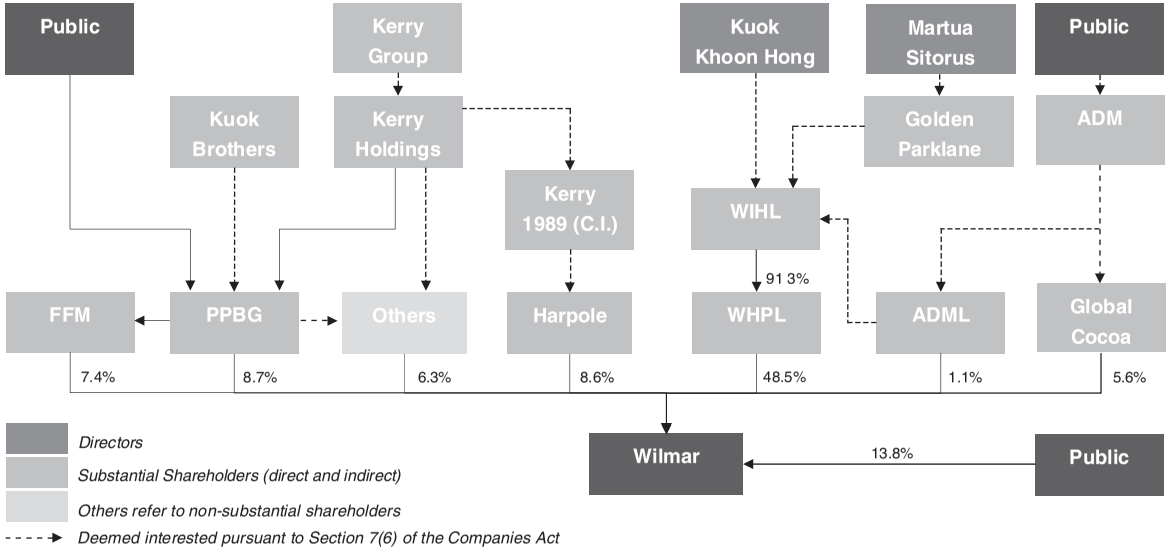
(4) Harpole Resources Limited ("**Harpole**"), Kuok (Singapore) Limited ("**Kuok Singapore**"), Buxton and Greenacres Limited ("**Greenacres**"), as well as FFM, are shareholders of KOG (collectively referred to as "**KOG Vendors**") and members of the Kuok Group of companies. Kerry Group and Kerry Holdings have deemed interests in the Wilmar Shares held by Harpole via their direct and indirect interests in Kerry 1989 (C.I.) Limited ("**Kerry 1989 (C.I.)**") which in turn has direct interests in Harpole. Pursuant to the letters of offer for the Proposed KOG Acquisition, the Wilmar Shares to be issued as consideration thereof may be issued to the respective vendors or to such nominee(s) as they may direct.

(5) Before the KG Merger and the IPT Acquisitions, Dalex Investments Limited ("**Dalex**"), which Kerry Group and Kerry Holdings have deemed interests, held 29,250,000 Wilmar Shares and 723,000 PPBOP shares. In addition, Chipchase Limited ("**Chipchase**") which Kerry Group and Kerry Holdings have deemed interests, held 10,000 PPBOP shares. As at the Latest Practicable Date, Hexarich, Taloh, Gaintique, Hoe Sen, Min Tien and Chipchase hold 11,373,500 Wilmar Shares, 25,300 Wilmar Shares, 1,274,200 Wilmar Shares, 23,000 Wilmar Shares, 23,000 Wilmar Shares and 23,000 Wilmar Shares respectively following their respective acceptances in relation to the VGO. Upon the completion of the Proposed KOG Acquisition, Kuok Singapore, Buxton, and Greenacres will hold 218,311,112 Wilmar Shares, 118,511,765 Wilmar Shares and 21,831,112 Wilmar Shares respectively. Immediately after the IPT Acquisitions and the entire KG Merger, Dalex, Hexarich, Taloh, Gaintique, Hoe Sen, Min Tien, Chipchase, Kuok Singapore, Buxton and Greenacres will collectively hold 402,308,889 Wilmar Shares and the Kuok Group (comprising Kuok Brothers, Kerry Group, Kerry Holdings, PPBG, FFM and the KOG Vendors) will in aggregate own directly and indirectly approximately 31.0% of the issued share capital of Wilmar. In addition, other shareholders also include 1,718,460 Wilmar Shares held by parties deemed controlled by or associated with Mr Kuok Khoon Hong[7].

(6) The public shareholders include the public shareholders of PPBOP pursuant to the VGO and assuming 100% acceptance by the PPBOP shareholders.

(7) Mr Kuok Khoon Hong is deemed to be interested in the Wilmar Shares held by HPR Investments Limited and Kuok Hock Swee & Sons Sdn Bhd, which have been allotted and issued 1,426,460 Wilmar Shares and 92,000 Wilmar Shares respectively pursuant to the VGO. In addition, an associate of Mr Kuok Khoon Hong, holds 200,000 Wilmar Shares which will not be considered public pursuant to Rule 723 of the SGX-ST Listing Manual.

(8) The following diagram sets out the resulting shareholdings of Wilmar following the IPT Acquisitions and the entire KG Merger:-



9. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS OF WILMAR

As at the Latest Practicable Date, WHPL and ADM are Controlling Shareholder and deemed Controlling Shareholder of Wilmar respectively. WHPL has a direct interest of 54.1% in the issued share capital of Wilmar and ADM has a deemed interest of 54.1% in the issued share capital of Wilmar, given its 21.4% deemed interest in WHPL. Accordingly, each of the WHPL Acquisition and the ADM Acquisition constitutes an "Interested Person Transaction" pursuant to Chapter 9 of the Listing Manual. WHPL and ADM will abstain from voting on the resolution to approve the IPT Acquisitions at the EGM.

The following Directors of Wilmar, namely, Kuok Khoon Hong, Martua Sitorus, Chua Phuay Hee, Teo Kim Yong, William Henry Camp and Yu Hung Yen, Stephen (alternate to William Henry Camp) are deemed to be interested in the IPT Acquisitions.

The aforementioned Controlling Shareholders and Directors have procured that their associates will abstain from voting on the resolution to approve the IPT Acquisitions at the EGM.

Save as disclosed, none of the Directors or Substantial Shareholders of Wilmar has any interest, direct or indirect, in the WHPL Acquisition or the ADM Acquisition.

10. OTHER INTERESTED PERSON TRANSACTIONS

The aggregate values of all other interested person transactions entered into with WHPL and its associates from 1 July 2006 (the completion date for the acquisition of Ezyhealth Asia Pacific Ltd by way of a reverse takeover was 14 July 2006) to 31 December 2006 and from 1 January 2007 to 31 March 2007 are as follows:-

	1 July 2006 to 31 December 2006 (US$'000)	1 January 2007 to 31 March 2007 (US$'000)
Sales to WHPL and its associates	1,310,230	559,463
Purchases from WHPL and its associates	28,232	36,451
Payment for services to WHPL and its associates	391	241
Amount due to WHPL and its associates	12	NIL
Loan amount guaranteed by WHPL	12,809	2,348

The aggregate values of all other interested person transactions entered into with ADM and its associates from 1 July 2006 (the completion date for the acquisition of Ezyhealth Asia Pacific Ltd by way of a reverse takeover was 14 July 2006) to 31 December 2006 and from 1 January 2007 to 31 March 2007 are as follows:-

	1 July 2006 to 31 December 2006 (US$'000)	1 January 2007 to 31 March 2007 (US$'000)
Sales to ADM and its associates	392,844	61,833
Purchases from ADM and its associates	1,390,478	315,596
Receipt of services from ADM and its associates	1,100	256
Amount due by ADM and its associates	54,209	44,635
Amount due to ADM and its associates	103,231	44,368

11. INDEPENDENT FINANCIAL ADVISER'S OPINION

Pursuant to Chapter 9 of the Listing Manual, Deloitte & Touche Corporate Finance has been appointed as the Independent Financial Adviser to the Independent Directors of Wilmar to render an opinion as to whether the IPT Acquisitions are on normal commercial terms and are not prejudicial to the interests of Wilmar and its minority shareholders.

Having regard to the considerations set forth in their letter to the Independent Directors, Deloitte & Touche Corporate Finance is of the opinion that the IPT Acquisitions are on normal commercial terms and are not prejudicial to the interests of Wilmar and its minority shareholders.

A copy of the letter from Deloitte & Touche Corporate Finance (the "**IFA Letter**") containing their advice is attached as Appendix A to this Circular, and the Shareholders are advised to read the IFA Letter carefully.

12. AUDIT COMMITTEE'S STATEMENT

Wilmar's audit committee comprising Tay Kah Chye, Yeo Teng Yang and Kwah Thiam Hock having considered the terms of the IPT Acquisitions and the IFA Letter, are of the view that the IPT Acquisitions are on normal commercial terms and are not prejudicial to the interests of Wilmar and its minority shareholders.

In view of the new business activities of the IPT Assets, the audit committee will commission a reputable, qualified and independent firm to conduct risk management audit on the business activities of the IPT Assets and report its findings to the Board in the first year after the IPT Acquisitions are completed. Subsequently, the audit committee will consider regularly the need to conduct such independent risk management reviews and disclose their decision and results of any reviews conducted to Shareholders and the SGX-ST.

In addition, Wilmar has put in place a system and procedure which will require its internal auditor to regularly review the risk management system and report its findings to the audit committee. The audit committee will have oversight of the risk management activities.

13. DIRECTORS' RECOMMENDATION

The following Directors of Wilmar, namely, Kuok Khoon Hong, Martua Sitorus, Chua Phuay Hee, Teo Kim Yong, William Henry Camp and Yu Hung Yen, Stephen (alternate to William Henry Camp) are deemed to be interested in the IPT Acquisitions and have therefore abstained from making any recommendation on the IPT Acquisitions.

Having considered the terms of the IPT Acquisitions and the IFA Letter, and the rationale for the IPT Acquisitions, the following Directors of Wilmar, namely, Yeo Teng Yang, Leong Horn Kee, Tay Kah Chye and Kwah Thiam Hock are of the opinion that the IPT Acquisitions are in the interests of Wilmar. Accordingly, they recommend that Shareholders **vote in favour** of the Ordinary Resolution set out in the Notice of EGM contained in this Circular.

14. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 77 of this Circular, will be held at The Gallery, Level 2 Traders Hotel Singapore 1A Cuscaden Road, Singapore 249716 on 22 June 2007 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution set out in the Notice of EGM.

15. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote on their behalf should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon and as soon as possible and, in any event, so as to arrive at the office of the Tricor Barbinder Share Registration Services at 8 Cross Street #11-00 PWC Building Singapore 048424 not less than 48 hours before the time set for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he subsequently wishes to do so, in place of his proxy.

16. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by all the Directors (including those who have delegated detailed supervision of this Circular) and the Directors collectively and individually accept full responsibility for the accuracy of the information given and confirm that, having made all reasonable enquiries, to the best of their knowledge and belief, the facts stated and opinions expressed in this Circular are fair and accurate in all material respects as at the Latest Practicable Date and there are no material facts the omission of which would make any statement in this Circular misleading.

Where information contained in this Circular has been extracted from published documents or publicly available sources (including, without limitation, information on the IPT Assets, the ADM Group and the IFA Letter), the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from such sources.

17. FINANCIAL ADVISER'S RESPONSIBILITY STATEMENT

CIMB-GK, the financial adviser to Wilmar, confirms, having made all the reasonable enquiries, that to the best of its knowledge and belief, and based on information provided by or on behalf of Wilmar, the facts stated in this Circular (other than the information on the IPT Assets, the ADM Group and the IFA Letter in this Circular) are true and accurate in all material respects with regard to the IPT Acquisitions, and that CIMB-GK is not aware of any material facts, the omission of which would make any statement in the Circular (other than the information on the IPT Assets, the ADM Group and the IFA Letter in this Circular) misleading in any material respect as at the Latest Practicable Date. Where information has been extracted from published documents or publicly available sources, the sole responsibility of CIMB-GK has been to ensure that such information has been accurately and correctly extracted from such sources.

18. MISCELLANEOUS

18.1 Consent

(a) CIMB-GK, as the financial adviser to Wilmar in respect of the IPT Acquisitions, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto in the form and context in which they appear in this Circular to act in such capacity in relation to this Circular.

(b) Deloitte & Touche Corporate Finance, as the independent financial adviser to the Independent Directors of Wilmar, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter and all references thereto in the form and context in which they appear in this Circular to act in such capacity in relation to this Circular.

18.2 Litigation

Neither Wilmar, nor its subsidiaries is engaged in any litigation as plaintiff or defendant in respect of any claims or amounts which are material in the context of the financial position or the business of Wilmar or its subsidiaries and the Directors have no knowledge of any proceedings which are pending or threatened against Wilmar or its subsidiaries or of any facts likely to give rise to any litigation, claims or proceedings which might materially affect the financial position or the business of Wilmar or its subsidiaries.

The Directors confirm that to the best of their knowledge, as at the Latest Practicable Date, there is no litigation in respect of any claims or amounts which are material in the context of the financial position or the business of the IPT Assets and the Directors have no knowledge of any proceedings which are pending or threatened against the IPT Assets.

18.3 Documents Available for Inspection

Copies of the following documents are available for inspection at the registered office of Wilmar at 56 Neil Road, Singapore 088830, during normal business hours up to completion of the IPT Acquisitions:-

(a) WHPL Acquisition Agreement dated 14 December 2006 and Supplemental Deed dated 4 June 2007 entered into between Wilmar and WHPL;

(b) letters of offer dated 14 December 2006 with each of ADML, ADM China and Global Cocoa;

(c) ADM Acquisition Agreements dated 10 May 2007;

(d) the unaudited consolidated proforma financial statements of the Wilmar Group for the financial years ended 31 December 2004 and 2005;

(e) the audited consolidated financial statements of the Wilmar Group for the financial year ended 31 December 2006;

(f) audited financial statements of the subsidiaries and associated companies of the IPT Assets for the financial years ended 31 December 2004, 2005 and 2006;

(g) letter of consent from CIMB-GK referred to in section 18.1(a) above;

(h) letter of consent from Deloitte & Touche Corporate Finance referred to in section 18.1(b) above; and

(i) the Memorandum and Articles of Association of Wilmar.

Yours faithfully,
For and on behalf of the Board

Kuok Khoon Hong
Chairman and Chief Executive Officer
Wilmar International Limited

Deloitte & Touche Corporate Finance Pte Ltd
6 Shenton Way #32-00
DBS Building Tower Two
Singapore 068809

7 June 2007

The Independent Directors
Wilmar International Limited
56 Neil Road
Singapore 088830

Dear Sirs,

(A) THE PROPOSED ACQUISITION BY WILMAR OF WHPL'S INTERESTS IN ITS SUBSIDIARIES AND ASSOCIATED COMPANIES SAVE FOR ITS INTERESTS IN WILMAR

(B) THE PROPOSED ACQUISITION OF SHARES OWNED BY ADM GROUP IN COMPANIES WHERE IT HOLDS SHARES WITH WHPL

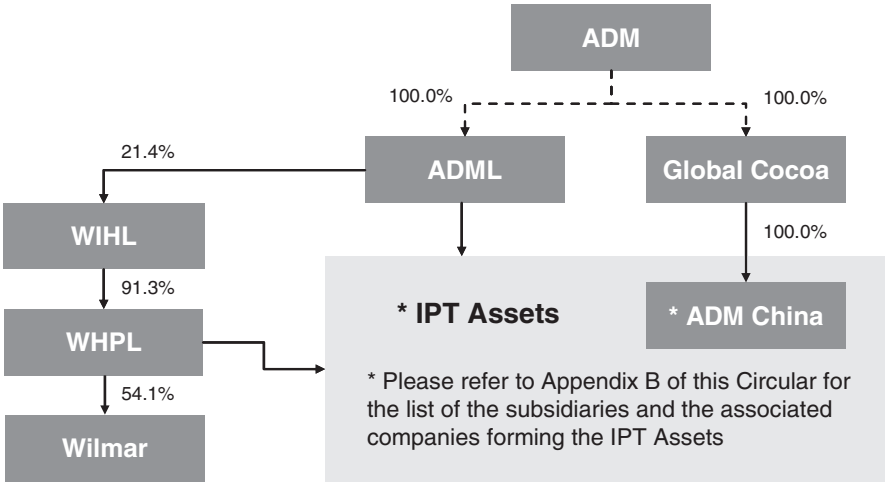
(C) THE PROPOSED ALLOTMENT AND ISSUANCE OF 1,449,722,224 ORDINARY SHARES IN THE CAPITAL OF WILMAR AS CONSIDERATION FOR THE PROPOSED IPT ACQUISITIONS

1. INTRODUCTION

On 14 December 2006, the Board of Directors of Wilmar announced that it had entered into the WHPL Acquisition Agreement in respect of the WHPL Acquisition and that it had offered by way of separate letters of offer to each of ADML, ADM China and Global Cocoa (the "**ADM Affiliates**") to enter into the ADM Acquisition, subject to the satisfaction of certain conditions. On 15 December 2006, Wilmar announced that ADM and the ADM Affiliates had accepted the offer made on the preceding day. Subsequent thereto, the parties agreed that the definitive agreements should be entered into with each of ADML and Global Cocoa, the holding company of ADM China. The definitive agreements with each of ADML and Global Cocoa were entered into on 10 May 2007 (the "**ADM Acquisition Agreement**"). The aggregate consideration for the WHPL Acquisition and the ADM Acquisition (taken together, the "**IPT Acquisitions"**) is approximately S$2.5 billion to be satisfied by the allotment and issue of 1,449,722,224 Consideration Shares at a price of S$1.71 per Share.

In an independent and separate corporate development on 14 December 2006, Wilmar announced that it had proposed to enter into the KG Merger for an aggregate consideration of up to approximately S$4.1 billion to be satisfied by the allotment and issue of up to 2,403,154,004 new Wilmar Shares at a price of S$1.71 per Share. The IPT Acquisitions and the KG Merger are independent and separate developments and are not conditional upon each other.

The following diagram sets out the existing relationship among Wilmar, WHPL, ADM, ADM China, ADML and Global Cocoa as well as the IPT Assets as at the Latest Practicable Date, 25 May 2007:-



WHPL and the ADM Group are Controlling Shareholder and deemed Controlling Shareholder of Wilmar respectively. Accordingly, the IPT Acquisitions constitute "Interested Person Transactions" within Chapter 9 of the Listing Manual.

We, Deloitte & Touche Corporate Finance have been appointed as Independent Financial Adviser to the Independent Directors to opine as to whether the financial terms of the IPT Acquisitions are on normal commercial terms and are not prejudicial to the interests of Wilmar and its minority shareholders. This letter, which sets out our evaluation for the Independent Directors in respect of this engagement, is an integral part of the Circular.

For the purpose of this letter, capitalised terms not otherwise defined shall have the meaning given to them in the Circular.

2. TERMS OF REFERENCE

Our responsibility is to provide our opinion as to whether the financial terms of the IPT Acquisitions are on normal commercial terms and not prejudicial to the interests of Wilmar and its minority shareholders.

We have not been a party to the negotiations entered into in relation to the IPT Acquisitions nor have we been involved in the deliberations leading up to the decision on the part of the Directors to enter into these transactions.

We do not, by this letter or otherwise, advise or form any judgement on the strategic, commercial or financial merits or risks of the IPT Acquisitions. All such evaluations, advice, judgements or comments remain the sole responsibility of the Directors and the advisers to the Company. We have however drawn upon such evaluations, judgements and comments as we deem appropriate in arriving at our opinion.

We have relied upon certain assurances by the Directors, who have accepted full responsibility for the accuracy and completeness of the information provided to us. The Directors have confirmed to us that to the best of their knowledge, information and belief, all material information available to them in connection with the IPT Acquisitions has been disclosed to us, that such information constitutes full and true disclosure of all material information relating to such transactions and that there is no other information the omission of which would cause

any of the information disclosed to us or relied on by us in making our recommendation to be inaccurate, incomplete, untrue or misleading in any material respect. We have assumed that all statements of fact, belief, opinion and intention made by the Directors in the Circular have been reasonably made after due and careful enquiry. Accordingly, no representation or warranty (whether express or implied) is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of such information. We have nonetheless made reasonable enquiries and used our judgement in assessing such information and have found no reason to doubt the reliability of such information.

We have not made any independent evaluation or appraisal of the IPT Acquisitions or the constituent assets and liabilities thereof and we have not been furnished with any such evaluation or appraisal. The Directors have taken the view that no independent valuation of the IPT Assets is necessary for the reasons set out in section 3.4 below. The scope of our appointment does not require us to express, and we do not express, a view on the future growth prospects, value and earnings potential of the Company or of the IPT Acquisitions. We do not express any view as to the price at which the Shares may trade in the future, irrespective of whether the IPT Acquisitions complete or on the future value, financial performance or condition of the Company after the IPT Acquisitions.

Our views are based on market, economic, industry, monetary and other conditions (where applicable) and on the information made available to us as at the Latest Practicable Date. We assume no responsibility to update, revise or re-affirm our opinion, factors or assumptions in light of any subsequent development after the Latest Practicable Date that may affect our opinion or factors or assumptions contained herein.

The Company has been separately advised by its own legal adviser in the preparation of the Circular (other than this letter). We have had no role or involvement and have not provided any advice (financial or otherwise) whatsoever in the preparation, review and verification of the Circular (other than this letter) and our responsibility is as set out above in relation to this letter. Accordingly, we take no responsibility for, and express no views, whether express or implied, on the contents of the Circular (except for this letter).

3. TERMS OF THE IPT ACQUISITIONS

The terms of the IPT Acquisitions are set out in section 2 of the Circular. We set out the relevant extracts from this section as follows:

3.1 The WHPL Acquisition and ADM Acquisition

On 14 December 2006, Wilmar announced that it had:

(a) entered into the WHPL Acquisition Agreement with WHPL for the WHPL Acquisition; and

(b) offered by way of separate letters of offer, which contain the principal terms and conditions of the acquisitions contemplated therein and which are subject to the entry into of definitive agreements by the parties thereto, with each of ADML, ADM China and Global Cocoa (being affiliates of ADM) for the ADM Acquisition, subject to the satisfaction of certain conditions.

On 15 December 2006, Wilmar announced that ADM and the ADM Affiliates have accepted the offer to enter into the ADM Acquisition. Subsequent thereto, the parties agreed that definitive agreements should be entered into with each of ADML and Global Cocoa. The acquisition of ADM China would be made through Global Cocoa, the holding company of ADM China. The definitive agreements with each of ADML and Global Cocoa were entered into on 10 May 2007.

On 4 June 2007, Wilmar announced that it had entered into a supplemental deed with WHPL pursuant to which the parties agreed to amend certain provisions of the WHPL Acquisition Agreement (the "**Supplemental Deed**"), details of which are set out below.

3.2 Salient Terms of the WHPL Acquisition Agreement and the Supplemental Deed

The salient terms of the WHPL Acquisition Agreement and the Supplemental Deed include the following:

3.2.1 *WHPL Shareholder's Loans*

The Restructuring pursuant to which WHPL was to:

(a) transfer all its equity interests in the IPT Assets to the SPV; and

(b) transfer and assign all its outstanding loans, debts, liabilities extended to the IPT Assets as well as its rights thereunder as at 14 December 2006 to the SPV,

shall no longer be required and all such equity interests in the IPT Assets and the outstanding loans extended by WHPL to the IPT Assets as at 14 December 2006 (the "**WHPL Shareholder's Loans**") shall be transferred directly to Wilmar. Therefore, upon completion of the WHPL Acquisition Agreement, the IPT Assets shall no longer be obliged to repay the WHPL Shareholder's Loans to WHPL. Instead, the right to receive such repayments shall be assumed by Wilmar.

As at the date of Announcement, the WHPL Shareholder's Loans amounted to approximately US$337.5 million.

3.2.2 *Additional Shareholders' Loans*

The WHPL Acquisition Agreement further provides that the IPT Assets shall not contract or incur any liabilities, actual or contingent, except in the ordinary course of business. However, from the date of the WHPL Acquisition Agreement (that is, 14 December 2006), the IPT Assets shall be permitted, with the prior written consent of Wilmar (such consent not to be unreasonably withheld), to accept loans from its shareholders (the "**Additional Shareholders Loans**") for the purpose of financing its working capital and capital expenditures for the IPT Assets. As Wilmar is acquiring the IPT Assets, Wilmar shall also assume the obligation of any Additional Shareholders Loans consented to by Wilmar and, as a result, Wilmar shall after completion of the WHPL Acquisition Agreement, cause repayment of the Additional Shareholders' Loans together with financing costs incurred based on the weighted average interest rate of WHPL 's total borrowings from banks and financial institutions from the period of the incurrence up to the repayment of such Additional Shareholders' Loans. The determination of the Additional Shareholders' Loans and its associated financing costs as at the completion of the WHPL Acquisition Agreement shall be subject to the review and confirmation by the auditors of Wilmar.

The Additional Shareholders' Loans incurred after the date of the announcement amounted to approximately US$7.4 million as at 31 December 2006.

3.2.3 *Additional IPT Assets*

Following the execution of the WHPL Acquisition Agreement on 14 December 2006, WHPL has made additional investments in China as part of the ongoing group expansion and business development activities of the IPT Assets (the "**Additional IPT Assets**"). It is proposed that the Additional IPT Assets (which were not part of the IPT Assets and which represent mainly new investments and/or start-up projects) shall be acquired by reimbursing WHPL for the cost of investment incurred in such Additional IPT Assets plus financing costs incurred based on the weighted average interest rate of WHPL's total borrowings from banks and financial institutions from the period of the investment up to the completion date of the WHPL Acquisition Agreement (the "**Completion Date**"). The cost of these additional investments includes registered capital contributed and shareholders' loans extended by WHPL

to these Additional IPT Assets. The cost shall not exceed, in aggregate, the sum of US$70.0 million (the "**Additional IPT Assets Threshold**"). Management has confirmed that the Additional IPT Assets have undergone a similar diligence process as that for the original IPT Assets without exceptions.

The Additional IPT Assets Threshold of US$70.0 million was established based on the projected capital expenditures in accordance with the anticipated progress of such projects undertaken by the Additional IPT Assets up to 31 August 2007.

Based on the new business development activities initiated as at the Latest Practicable Date, the total capital commitment undertaken by WHPL, as the parent company of the Additional IPT Assets, amounted to approximately US$160.0 million of which approximately US$31.0 million has been incurred up to the Latest Practicable Date. The remaining capital commitment will be incurred progressively over the next 12 months following the Latest Practicable Date.

3.2.4 *Sale and Purchase of Shares in Yihai*

(a) In respect of the sale and purchase of shares in Yihai, in the event that it is not possible to obtain the approval of the Ministry of Commerce of the People's Republic of China or such other relevant authority for the registration of the transfer of WHPL's equity interest therein to Wilmar by the date of Wilmar's shareholders' meeting convened to approve *inter alia* the transactions contemplated in the WHPL Acquisition Agreement (or such other date as the parties may agree in writing), the parties shall proceed to completion on the basis that:

(i) WHPL shall declare a trust over the Yihai Interest for the benefit of Wilmar absolutely; and

(ii) upon receipt of the trust instrument duly executed by WHPL, Wilmar shall issue the 87,464,388 Consideration Shares attributable to the acquisition of the Yihai Interest (the "**Yihai Consideration Shares**") to an escrow agent to be appointed by the parties to hold the Yihai Consideration Shares with a view to releasing them to WHPL after registration of the transfer of the Yihai Interest to Wilmar has been effected.

(b) In the event that the approval for the transfer of the Yihai Interest to Wilmar is not obtained, such that registration of the transfer does not take place by the date falling 6 months from the Completion Date (the "**Yihai Transfer Registration Period**"), WHPL shall within 7 Business Days pay to Wilmar a sum of S$149,564,104 (equivalent to 87,464,388 Consideration Shares at S$1.71 per Consideration Share) as consideration for the Yihai Consideration Shares whereupon WHPL's obligation to transfer its Yihai Interest to Wilmar shall be extinguished and the trust declared by WHPL over the Yihai Interest referred to in 3.2.4 (a) shall be revoked. The parties shall procure that, upon such payment, the escrow agent shall release the Yihai Consideration Shares to WHPL.

(c) Where the beneficial ownership over the Yihai Interest reverts to WHPL in the circumstances set out above and such beneficial ownership shall, within a further period of 6 months from the expiry of the Yihai Transfer Registration Period, be transferred or agreed to be transferred by WHPL or any of its related corporations, in whole or in part, to another party (other than a party which is a related corporation of WHPL) at a consideration higher than S$149,564,104 (equivalent to 87,464,388 Consideration Shares at S$1.71 per Consideration Share) and provided that such transfer is in fact effected, WHPL shall, forthwith upon such transfer being effected and notwithstanding that the transfer is effected more than 6 months after the expiry of the Yihai Transfer Registration Period account to and pay to Wilmar the difference between such higher consideration and S$149,564,104 (equivalent to 87,464,388 Consideration Shares of S$1.71 per Consideration Share) or such proportionate part thereof where only part of the Yihai Interest is transferred.

3.3 Salient Terms of the ADM Acquisition Agreements

The salient terms of the ADM Acquisition Agreements include the following:

3.3.1 *ADM Shareholders' Loans*

Pursuant to the ADM Acquisition Agreements, each of ADML and Global Cocoa shall transfer to Wilmar their respective equity interests in the IPT Assets as well as all their rights, interests, benefits, entitlements and liabilities under the ADM Shareholders' Loans. The transfer of the ADM Shareholders' Loans is conditional upon the completion of the ADM Acquisition Agreements. Each of ADML and Global Cocoa has warranted that it shall not, from the date of the ADM Acquisition Agreements and up to completion of the ADM Acquisition Agreements, demand for repayment or accept any repayment of any of the ADM Shareholders' Loans or any part thereof.

As at the date of Announcement, the ADM Shareholders' Loans amounted to approximately US$161.3 million.

3.3.2 *Sale and Purchase of Shares in East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd ("EOGI")*

(a) In respect of the sale and purchase of shares in EOGI, in the event that it is not possible to obtain the approval of the Zhangjiagang Economic & Trade Commission or other relevant government authority for the registration of the transfer of ADML's equity interest of 22.0% in EOGI (the "**EOGI Interest**") therein to Wilmar by the date of Wilmar's shareholders' meeting convened to approve *inter alia* the transactions contemplated in the ADM Acquisition Agreements (or such other date as the parties may agree in writing), the parties shall proceed to completion on the basis that:

(i) ADML shall declare a trust over the EOGI Interest for the benefit of Wilmar absolutely; and

(ii) upon receipt of the trust instrument duly executed by ADML, Wilmar shall issue the 61,190,085 Consideration Shares attributable to the acquisition of the EOGI Interest (the "**EOGI Consideration Shares**") to an escrow agent to be appointed by the parties to hold the EOGI Consideration Shares with a view to releasing them to ADML after the registration of the transfer of the EOGI Interest to Wilmar has been effected.

(b) In the event that the approval for the transfer of the EOGI Interest to Wilmar is not obtained, such that registration of the transfer does not take place by the date falling 6 months from the Completion Date (the "**EOGI Transfer Registration Period**"), ADML shall, forthwith on such date within 7 Business Days thereof, pay to Wilmar a sum of S$104,635,045 (equivalent to 61,190,085 Consideration Shares at S$1.71 per Consideration Share) as consideration for the EOGI Consideration Shares whereupon ADML's obligation to transfer its EOGI Interest to Wilmar shall be extinguished and the trust declared by ADML over the EOGI Interest shall be revoked forthwith upon such payment. The parties shall procure that, upon such payment, the escrow agent shall release the EOGI Consideration Shares to ADML.

(c) Where the beneficial ownership over the EOGI Interest reverts to ADML in the circumstances set out above and such beneficial ownership shall, within a period of 6 months from the expiry of the EOGI Transfer Registration Period, be transferred or agreed to be transferred by ADML or any of its related corporations, in whole or in part, to another party (other than a party which is a related corporation of ADML) at a consideration higher than S$104,635,045 (equivalent to 61,190,085 Consideration Shares at S$1.71per Consideration Share) and provided that such transfer is in fact

effected, ADML shall, forthwith upon such transfer being effected and notwithstanding that the transfer is effected more than 6 months after the expiry of the EOGI Transfer Registration Period account to and pay to Wilmar the difference between such higher consideration and S$104,635,045 (equivalent to 61,190,085 Consideration Shares at S$1.71 per Consideration Share) or such proportionate part thereof where only part of the EOGI Interest is transferred.

3.3.3 *Limitations on Quantum of Claims*

Pursuant to the ADM Acquisition Agreements, the maximum liability of ADML Global Cocoa collectively and Wilmar (as the case may be) in respect of all claims under the ADM Acquisition Agreements shall not exceed US$475,950,000 (or its equivalent in another currency).

In relation to the acquisition agreement entered into with ADML, ADML shall be liable to Wilmar and *vice versa* only if the claim or aggregate claims exceed US$16,580,000 (or its equivalent in another currency). In such event, the party to which the liability attaches shall be liable for the entire sum claimed.

In relation to the acquisition agreement entered into with Global Cocoa, Global Cocoa shall be liable to Wilmar and *vice versa* only if the claim or aggregate claims exceed US$83,420,000 (or its equivalent in another currency). In such event, the party to which the liability attaches shall be liable for the entire sum claimed.

The above thresholds of US$16,580,000 in relation to the agreement with ADML and US$83,420,000 in relation to the agreement with Global Cocoa, are apportionments of the overall minimum threshold of US$100,000,000, negotiated between the contracting parties, based on the relative purchase considerations of the respective ADM Acquisition Agreements.

The Audit Committee of Wilmar is of the view that the above thresholds for claims are acceptable, having considered, *inter alia*, that such thresholds have been arrived at after commercial negotiation between the contracting parties and the materiality of such thresholds in relation to the overall purchase consideration for the IPT Assets.

3.3.4 *Apportionment of claims*

Any claim arising from or in connection with the affairs of any of the IPT Assets shall be borne by ADML or Global Cocoa (as the case may be) only to the extent of the proportion of their respective interest bears to that of WHPL's in that IPT Assets.

3.3.5 Time Limits

Neither ADML or Global Cocoa (as the case may be) nor Wilmar shall be under any liability in respect of any claim and any such claim shall be wholly barred and unenforceable unless notice of such claim shall have been served upon ADML or Global Cocoa (as the case may be) or Wilmar no later than twelve (12) months after the date of completion of the ADM Acquisition Agreements.

3.4 Consideration

The purchase consideration for the WHPL Acquisition is approximately S$1.7 billion and will be satisfied by the allotment and issue to WHPL of 1,022,480,557 Consideration Shares based on S$1.71 per Consideration Share, being the last traded price of Wilmar Shares on 13 December 2006 (being the market day preceding the date of the Announcement). The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the existing Shares.

In addition, pursuant to the Supplemental Agreement, Wilmar will also acquire the Additional IPT Assets at a cash consideration payable within 6 months from the date of completion of the WHPL Acquisition Agreement. The final cash consideration will be on a reimbursement basis,

not exceeding the Additional IPT Assets Threshold, to be determined based on the cost of additional investments incurred in such Additional IPT Assets plus the financing cost at the weighted average interest rate of WHPL's total borrowings from banks and financial institutions from the period of investment up to the Completion Date of the WHPL Acquisition Agreement as set out in section 3.1 above.

The purchase consideration for the ADM Acquisition is approximately S$730.6 million and will be satisfied by the allotment and issue to ADML and Global Cocoa of 427,241,667 Consideration Shares based on S$1.71 per Consideration Share, being the last traded price of Wilmar Shares on 13 December 2006 (being the market day preceding the date of the Announcement). The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the existing Shares.

The purchase consideration for the IPT Acquisitions was arrived at a willing buyer willing seller basis, after taking into account, *inter alia*, the current and prospective earnings, operations and financial conditions of the IPT Assets, as well as the rationale for the IPT Acquisitions.

The purchase consideration for the IPT Acquisitions represents a price-earnings multiple of approximately 12.7 times based on the price of S$1.71 per Share and the net profit of the IPT Assets for FY2006 (based on exchange rate as at 13 December 2006 of S$1.5413 per US$).

This compares with the price-earnings multiple of Wilmar of:-

a) approximately 44.8 times based on the price of S$1.71 per share being the last traded price of Wilmar Shares on 13 December 2006 using total issued shares of 2,532.8 million as at 31 December 2006 and its net profit of FY2005 (based on exchange rate as at 31 December 2005 of S$1.6630 per US$) ; and

b) approximately 27.0 times based on the price of S$1.71 per share being the last traded price of Wilmar Shares on 13 December 2006 using total issued shares of 2,532.8 million as at 31 December 2006 and its net profit for FY2006 (based on exchange rate as at 31 December 2006 of S$1.5343 per US$); and

c) approximately 54.3 times based on its last traded price of S$3.44 per share on the Latest Practicable Date using total issued shares of 2,532.8 million as at 31 December 2006 and its net profit for FY2006 (based on exchange rate as at 31 December 2006 of S$1.5343 per US$).

Consideration has been given as to whether to commission an independent valuation of the businesses of the IPT Assets for the purpose of the IPT Acquisitions. Given the following:

(a) The similarity of the businesses of the IPT Assets with a significant part of Wilmar's existing business;

(b) The intimate knowledge of Wilmar management with the businesses of the IPT Assets, given their ongoing role of managing those assets under contract;

(c) The experience and expertise of Wilmar management in such processes and their independence from the Interested Persons;

(d) The direct involvement of independent third parties in the negotiation process leading to the terms and conditions of the IPT Acquisitions; and

(e) The absence of a statutory requirement to undertake such a process

the Directors have taken the view that it is not necessary to commission an independent valuation on the businesses of the IPT Assets for the purpose of the IPT Acquisitions.

3.5 Conditions Precedent

The WHPL Acquisition is conditional upon, *inter alia*:

(a) Wilmar being satisfied with its due diligence investigations into the IPT Assets;

(b) the purchase by Wilmar of all the IPT Assets and Wilmar's issue of the Consideration Shares in full payment thereof being approved by the SGX-ST, where required, and where approval from the SGX-ST is obtained subject to any conditions, such conditions being reasonably acceptable to the Wilmar and WHPL;

(c) all resolutions as may be necessary or incidental in relation to Wilmar's acquisition of the IPT Assets and the Wilmar's issue of the Consideration Shares in full payment of the consideration therefore, having been passed at a general meeting of shareholders of Wilmar or at any adjournment thereof;

(d) approval being given and not having been withdrawn by the SGX-ST for the admission to the official list of SGX-ST and the dealing and quotation of the Consideration Shares on SGX-ST upon allotment and issue and if there are any conditions attached to such approval, such conditions being reasonably acceptable to Wilmar;

(e) the acceptance by Wilmar of the exceptions to WHPL's warranties as disclosed in a letter issued by WHPL for such purpose, if any;

(f) there having been no event the occurrence of which may render any of WHPL's warranties untrue, inaccurate or misleading in any material respect;

(g) there being no circumstance amounting to or event of force majeure occurring that may have a material adverse effect on the businesses, operations, prospects or condition (financial or otherwise) of Wilmar, WHPL and/or the IPT Assets;

(h) all necessary consents or approvals being granted by third parties, bankers, financial institutions or governmental or regulatory authorities or competent authorities having jurisdiction over its purchase of all the IPT Assets and/or its allotment and issue of the Consideration Shares being obtained by Wilmar, and all necessary or appropriate filings having been made and all appropriate waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated, in each case for or in connection with the sale and purchase of the IPT Assets and to carry on the business of any of the IPT Assets; and

(i) where any consent or approval required above is subject to any conditions, such conditions being reasonably acceptable to the Wilmar.

The ADM Acquisition will be subject to conditions precedent similar to those applicable to the WHPL Acquisition set out above. In addition, the ADM Acquisition is conditional upon:

(i) all resolutions as may be necessary or incidental in relation to WHPL Acquisition having been passed at a general meeting of shareholders of Wilmar or any adjournment thereof; and

(ii) the completion of the WHPL Acquisition.

Save for conditions (b) and (d) above which have been satisfied, the other conditions precedent have not been met as at the Latest Practicable Date, as they are either on-going obligations to be observed up to the completion of the IPT Acquisition or actions to be taken after the approval by Shareholders in relation to this Circular.

4. INFORMATION ON THE IPT ASSETS

Information on the IPT Assets is set out in section 6 of the Circular entitled "Information on the IPT Assets". **We recommend that the Independent Directors advise the minority shareholders to read this section of the Circular very carefully.**

We highlight the following in respect of the information on the IPT Assets:

(a) The Wilmar Group and the IPT Assets are all the entities within the WHPL Group and have been under the common management of WHPL since its commencement of business in 1991. The corporate exercise completed in July 2006 created the Wilmar Group with the injection of the palm oil and palm oil-related assets of WHPL into Wilmar, while the IPT Assets remained privately held by WHPL. The IPT Acquisitions will rationalise the existing position and bring all the entities within the WHPL Group into Wilmar;

(b) The IPT Assets were not injected as part of the corporate exercise completed in July 2006 due to commercial consideration on the part of WHPL. The IPT Assets were then initiatives of the WHPL Group in its expansion out of its original business of focusing on palm oil and palm oil related business in Indonesia and Malaysia. Such initiatives in areas such as China were primarily focusing on products based on soya bean and grains and were in their early stage of development with higher risk. The Controlling Shareholders of Wilmar were of the view that the profile of risk and reward associated with such initiatives may not have been received well by the market then, in particular, given the difficult operating environment of the soya bean crushing industry and the consolidation going on in the edible oil industry in China at the time.

(c) The Wilmar Group and the IPT Assets operate in different locations. The Wilmar Group operates primarily in Indonesia and Malaysia, while the operations of the IPT Assets are predominantly based in China with a significant presence in India. The Additional IPT Assets are all located in China;

(d) The Wilmar Group and the IPT Assets focus on different products. The Wilmar Group is one of Asia's largest palm oil refiners and crushers of copra and palm kernel. It is also a sizable oil palm plantation owner with extensive palm fruit processing mills in Indonesia. The IPT Assets are engaged in the business of processing, branding and/or merchandizing of a wide range of edible oils, oil seeds and grains (such as soya bean, rice, corn, wheat, palm oil, peanut, rapeseed, groundnut, sunflower seed, sesame and cotton seed) primarily focusing on products based on soya bean and grains. The IPT Assets are also engaged in the processing of downstream oil-related products for industrial applications;

(e) The Wilmar Group is already engaged in the merchandising of non-palm oil related products such as soya bean, crude soya bean oil and other grains. As disclosed in Appendix A "Information on the Wilmar Group" in the circular to shareholders dated 10 June 2006 (the "**RTO Circular**"), WHPL has appointed the Wilmar Group to engage in trading of soya bean and soya bean related products for and on behalf of the WHPL Group;

(f) Profit from operations of the proforma IPT Assets increased significantly by approximately 795.4% from US$16.4 million in FY2005 to US$146.6 million in FY2006, reflecting a significantly improved operating environment as the oil seed processing industry consolidated and utilisation of the IPT Assets crushing and refining capacities improved significantly.

(g) The Additional IPT Assets are additional capital expenditures and working capital investments undertaken by WHPL as part of its ongoing group expansion and business development activities of the IPT Assets after the signing of the WHPL Acquisition Agreement and up to completion of the WHPL Acquisition Agreement.

(h) Associate companies own a substantial proportion of the production capacity within the IPT Assets. As disclosed in section 6.3.1 of the Circular, associate companies own 34.9% of crushing, 38.4% of refining and 48.3% of consumer oil packaging capacity; and

(i) Associate companies have been significant contributors to the profitability of the IPT Assets. The share of results profit before tax for the IPT Assets represented by the share of results of associated companies was 65.2% in FY 2004, 91.1% in FY2005 and 29.8% in FY 2006.

5. EVALUATION OF THE IPT ACQUISITIONS

In our evaluation of the IPT Acquisitions, we have given due consideration to the following factors:

5.1 Rationale for the IPT Acquisitions;

5.2 Comparison of the Issue Price with the Historical Price Performance of the Shares;

5.3 Benchmarking the Issue Price against the Volume Weighted Average Price of the Shares;

5.4 Benchmarking the Issue Price with Acquisitions by SGX-ST Listed Companies Issuing New Shares as Consideration;

5.5 The Financial Effects of the IPT Acquisitions;

5.6 Comparison of Pricing of the IPT Acquisitions with the RTO, the PPBOP Acquisition and the KOG and PGEO Acquisition;

5.7 Comparison of Pricing of the IPT Acquisitions with Comparable Companies and Wilmar; and

5.8 Other Considerations.

5.1 Rationale for the IPT Acquisitions

The full text of the rationale for the IPT Acquisitions has been extracted from section 5 of the Circular and set out below. **We recommend that the Independent Directors advise the minority shareholders to read the extract below carefully**.

"Notwithstanding that the IPT Acquisitions are independent and separate corporate developments and are not conditional upon the KG Merger, upon the completion of both the KG Merger and the IPT Acquisitions, the Directors believe that the Wilmar Group would be able to derive significant synergistic benefits as the enlarged entity would be the leading agribusiness group in Asia. This exercise, when completed, will enable the Wilmar Group to achieve its corporate objectives in three key areas:

(a) <u>The leading merchandiser and processor of palm oil in the world</u>

The IPT Acquisitions and the KG Merger will give the Wilmar Group a significant presence in Malaysia and access to markets in which KOG is dominant. Given the major expansion in oil palm acreage especially in Indonesia, global palm oil production is

expected to continue expanding rapidly. This would make palm oil a major global commodity in the future. The combined processing and merchandising activities of the enlarged entity will enable the Wilmar Group to become the leading merchandiser and processor of palm oil in the world.

(b) A significant oil palm plantation owner

The Wilmar Group intends to expand its oil palm acreage aggressively given the favourable outlook for palm oil prices due to growing strong demand for food and energy globally. With the merger with PPBOP, the Wilmar Group will more than double its plantation landbank from 210,000 to 573,405 hectares (based on information available as at 14 December 2006).

As at 31 December 2006, the Wilmar Group owns 66,367 hectares and administers 32,132 hectares oil palm plantation. The age profile of the oil palms as at 31 December 2006 are as follows:

Age in years	Planted Area (in hectares)	Plasma Programme (in hectares)	Total (in hectares)
Up to 3 years	9,575	549	10,124
4 to 6 years	6,388	528	6,916
7 to 14 years	34,081	23,314	57,395
15 to 18 years	14,555	7,741	22,296
Above 18 years	1,768	–	1,768
Total	66,367	32,132	98,499

Going forward, the Directors believe that, with the additional expertise of Wilmar and PPBOP in the cultivation of oil palm plantations, the Wilmar Group will be able to expand its oil palm acreage even more aggressively, enabling it to become one of the largest plantation owners.

(c) A dominant processor and merchandiser of agricultural products in China

In China, KOG is one of the largest merchandisers of consumer pack edible oils and also one of the largest manufacturers of specialty fats. It also has manufacturing facilities in oleochemical, flour and feed milling, oil seeds crushing and refining. WHPL and its group of companies excluding the Wilmar Group are the largest oil seeds crusher and edible oil refiner in China and a significant seller of consumer pack edible oil and has manufacturing facilities in oleochemical, flour and rice milling and specialty fats. It is also engaged in grain merchandising.

The IPT Acquisitions and the KG Merger will create a fully integrated group from the processing of oil seeds to the merchandising of the finished agricultural products. Its manufacturing facilities will also cover a wide range of agricultural commodities. The combined group will be the leading merchandiser of consumer pack edible oils, the largest oil seeds crusher, edible oils refiner, specialty fats and oleochemical manufacturer.

Wilmar sees great potential in the China market for agricultural products, given the huge population, fast economic growth, and low current per capita consumption of agricultural products. China will become a huge market for quality agricultural products in the future and will become a significant player in the global agricultural commodities market. The Directors believe that the solid base created from the merged entity and the strategic partnership with ADM, a global leader in agricultural commodities, will position Wilmar to be a dominant processor and merchandiser of agricultural products in China."

The IPT Acquisition will consolidate all of WHPL's assets not already part of Wilmar and will complete the integration of the Wilmar Group thereby eliminating a number of ongoing interested person transactions.

Like the IPT Assets, KOG's principal activities are focused on the oils and grains business in China. The IPT Acquisition will enable synergies to be derived from the combination of the IPT Assets with KOG and avoid any potential conflicts or competition as between the IPT Assets and KOG.

5.2 Comparison of the Issue Price with the Historical Price Performance of the Shares

We have sought to benchmark the Issue Price against the historical price performance of the Shares for selected reference periods. We set out below a chart showing the closing daily market prices and volumes of the Shares for the period from 23 December 2005, being the date of the announcement of the RTO, up to and including 25 May 2007, being the Latest Practicable Date.

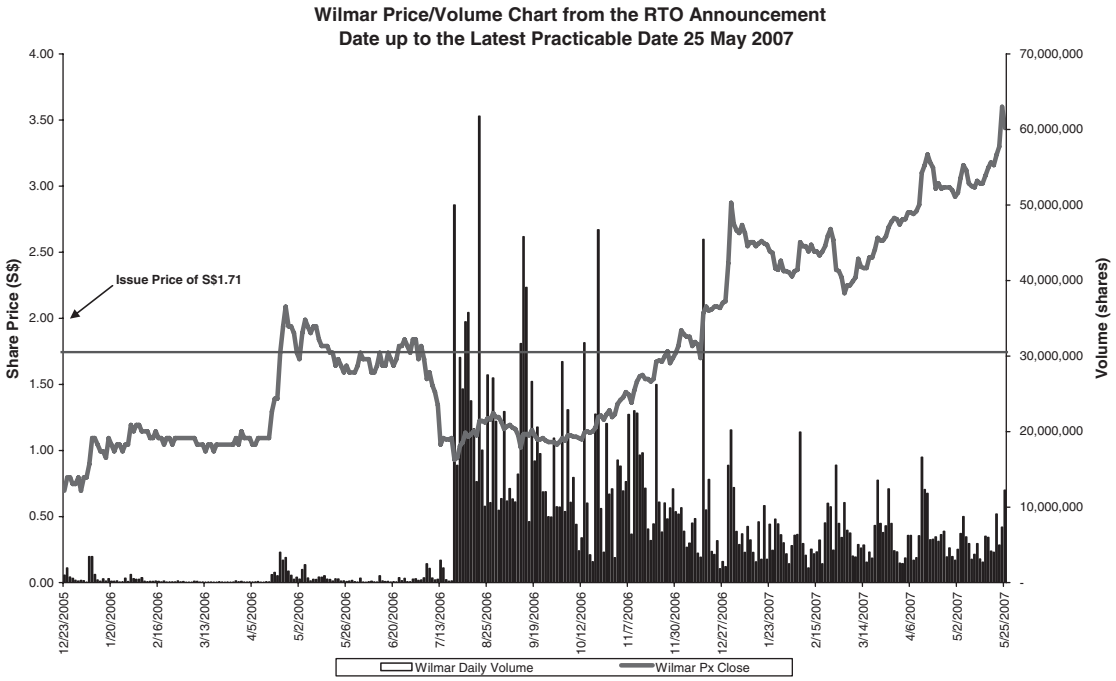


Chart 1:- Daily Closing Prices & Traded Volumes of the Shares from the RTO Announcement Date up to and including the Latest Practicable Date

Source: Bloomberg

Note: "Market Day" is defined as a day on which the SGX-ST is open for trading of securities.

We highlight the following key observations on the data in Chart 1 above:

(a) In the period from 23 December 2005 (being the date of the announcement of the RTO) to 13 December 2006 (being the Market Day prior to the date of the Announcement), the Shares traded between a low of S$0.70 and a high of S$2.09;

(b) The Shares have generally traded below the Issue Price in the period from 23 December 2005 (being the date of the announcement of the RTO) to 13 December 2006 (being the Market Day prior to the date of the Announcement), other than for 41 market trading days in the months from April 2006 through July 2006 and in November and early December 2006;

(c) The closing price of the Shares on 15 December 2006 (being the Market Day following the date of the Announcement) was S$2.04, which represented an increase of approximately 20% over the closing price of the Shares of S$1.70 on 13 December 2006 (being the Market Day prior to the date of the Announcement); and

(d) In the period commencing from 15 December 2006 (being the Market Day following the date of the Announcement) to the Latest Practicable Date, the Shares traded between a low of S$2.04 to a high of S$3.60.

We note that the Shares have traded below the Issue Price for most of the period from the date of the Announcement of the RTO up to the Market Day prior to the date of the Announcement and that the Shares have consistently traded above the Issue Price in the period since the date of the Announcement.

5.3 Benchmarking the Issue Price against the Volume Weighted Average Price of the Shares

We have sought to benchmark the Issue Price against the volume-weighted average price ("**VWAP**") of the Shares for selected reference periods. We have set out below a table showing the VWAP of the Shares and the premium of the Issue Price over such prices for the selected reference periods both before and after the date of the Announcement:

Reference Periods	VWAP (S$)	Premium / (Discount) of Issue Price to VWAP	Highest Share Price (S$)	Lowest Share Price (S$)
Market Day prior to the date of the Announcement	1.70	0.6%	1.82	1.68
Before the date of the Announcement				
1 month VWAP prior to the date of Announcement	1.70	0.6%	1.97	1.50
2 months VWAP prior to the date of Announcement	1.49	15.1%	1.97	1.13
3 months VWAP prior to the date of Announcement	1.33	28.7%	1.97	1.04
After the date of the Announcement				
Latest Practicable Date 25 May 2007	3.44	(50.3%)	3.56	3.38

Table 1:- Comparison of the Issue Price with the VWAP of the Shares

Source: Bloomberg

We highlight the following key observations on the data in Table 1 above:

(a) The Issue Price represents a premium of S$0.38 per Share (or 28.7%) over the VWAP of the Shares for the 3 month period preceding the date of the Announcement;

(b) The Issue Price represents a premium of S$0.01 per Share (or 0.6%) over the VWAP of the Shares for the 1 month period preceding the date of the Announcement;

(c) The Issue Price represents a premium of S$0.01 per Share (or 0.6%) over the VWAP of the Shares at the close of the Market Day prior to the date of the Announcement; and

(d) The Issue Price represents a discount of S$1.73 (or 50.3%) over the VWAP of the Shares on the Latest Practicable Date.

5.4 Benchmarking the Issue Price with Acquisitions by SGX-ST Listed Companies Issuing New Shares as Consideration

We have sought to benchmark the premium of the Issue Price over the closing Share prices on the Market Day before the date of the Announcement with the comparative premium or discount for acquisitions by SGX-ST listed companies issuing new shares as consideration. We have set out below a table showing data for all such transactions announced in the period from 1 January 2005 up to the Latest Practicable Date, separating out those transactions which involved interested persons transactions ("IPT"):

Company	Announced Date	Issue Price		Premium/(Discount) Over Closing Share Price On Market Day Before Announcement
Wilmar International Limited	**14-Dec-06**	**S$**	**1.71**	**0.6%**
Interested Person Transactions				
Advance SCT Ltd	07-Dec-06	S$	0.64	**(9.3%)**
Enviro-Hub Holdings Ltd	06-Nov-06	S$	0.42	**(9.2%)**
CWT Ltd	11-Jul-06	S$	0.61	**1.7%**
Asti Holdings Ltd	10-Jan-06	S$	0.33	**1.9%**
Fung Choi Printing and Packaging Group Ltd	03-Jan-06	S$	0.44	**(36.4%)**
Axis Systems Holdings Ltd	14-Nov-05	S$	0.40	**29.6%**
Non-Interested Person Transactions				
See Hup Seng Limited*	16-Jan-07	S$	0.45	**(3.5%)**
MAE Engineering Ltd	29-Sep-06	S$	0.05	**(16.7%)**
CityAxis Holdings Ltd	23-Aug-06	S$	0.04	**(96.1%)**
Eco Water Ltd	16-Jun-06	S$	0.07	**0.0%**
China Enersave Ltd	16-Jun-06	S$	0.17	**(7.8%)**
China Entertainment Sports Ltd	11-Mar-06	S$	0.00	**(80.7%)**
Ezyhealth Asia Pacific Ltd	23-Dec-05	S$	0.06	**(84.9%)**
Xpress Holdings Ltd	17-Oct-05	S$	0.07	**13.9%**
New Wave Technologies Ltd	03-Oct-05	S$	0.45	**15.4%**
IPCO International Ltd	11-Jul-05	S$	0.06	**(7.7%)**
Interested Person Transactions				
High				29.6%
Mean				**(3.6%)**
Median				**(3.8%)**
Low				(36.4%)
All Transactions				
High				29.6%
Mean				(18.1%)
Median				(7.8%)
Low				(96.1%)

* Purchase consideration was satisfied by shares and cash

Table 2:- Acquisitions by SGX-ST listed Companies Issuing New Shares as Consideration

Source: Circulars of respective companies & Bloomberg

It is important to highlight both that the transactions identified above may not be comparable to the IPT Acquisitions (and such differences as may exist may be significant) and that the transactions identified are few in number. As a consequence, the benchmarking comparisons drawn can serve only as an illustrative guide.

We highlight the following key observations on the data presented in Table 2 above:

(a) The premium of 0.6% of the Issue Price over the closing price on the Market Day before the date of the Announcement compares favourably with both the mean and the median of such transactions where an IPT was involved; and

(b) The premium of 0.6% of the Issue Price over the closing price on the Market Day before the date of the Announcement compares favourably with both the mean and the median for all such transactions.

5.5 The Financial Effects of the IPT Acquisitions

The full text of the financial effects of the IPT Acquisitions has been extracted from section 7 of the Circular and set out below. **We recommend that the Independent Directors advise the minority shareholders to read the extract below carefully and to highlight that such financial effects are pro forma in nature and for illustrative purposes only**.

"*The proforma financial effects of the IPT Acquisitions (excluding the Additional IPT Assets) and the KG Merger on the share capital, earnings, NTA and gearing of the Wilmar Group in respect of FY2006 have been prepared based on the unaudited proforma consolidated financial statements of the Wilmar Group, the unaudited financial statements of PPBOP, PGEO and KOG and the unaudited proforma consolidated financial statements of the IPT Assets for FY2006.*

For the purpose of illustrating the financial effects of the IPT Acquisitions (excluding the Additional IPT Assets) and the KG Merger, the financial effects are based on, inter alia, the following assumptions:-

(a) (i) the Wilmar Group's earnings and earnings per share, are computed assuming that the KG Merger and the IPT Acquisitions were completed on 1 January 2006; and (ii) in relation to the Wilmar Group's NTA and gearing as at 31 December 2006, computed assuming that the KG Merger and the IPT Acquisitions were completed on 31 December 2006;

(b) the financial statements of the Wilmar Group, KOG and the IPT Assets are reported in US$. They have been translated where necessary, in respect of profit and loss items using the average exchange rate of RMB8.177 and RMB7.824 per US$ for the 12 months ended 31 December 2005 and 31 December 2006 respectively. In respect of balance sheet items, they have been translated using the closing exchange rate of RMB8.065 and RMB7.809 per US$ as at 31 December 2005 and 31 December 2006 respectively. PGEO and PPBOP's financial statements are reported in RM and they have been translated where necessary, in respect of profit and loss items using the average exchange rate of RM3.652 per US$ for the 12 months ended 31 December 2006. In respect of balance sheet items, they have been translated using closing exchange rate of RM3.53 per US$ as at 31 December 2006;

(c) as the purchase price allocation to goodwill, intangible assets and other assets have not been finalised, the carrying values of the net assets acquired in PPBOP, PGEO and KOG in connection with the KG Merger have been assumed to approximate fair values. In addition, no impairment assessment of the resultant goodwill has been performed. On completion of the KG Merger, the deemed consideration for the KG Merger for accounting purposes will be based on the fair market value of each Wilmar Share at the

date of completion of the PPBOP Acquisition, the PGEO Acquisition and the Proposed KOG Acquisition respectively. As the final goodwill has to be determined at the completion of the PPBOP Acquisition, the PGEO Acquisition and the Proposed KOG Acquisition, the actual goodwill could be materially different from the assumption used above. Any goodwill arising thereon from the PPBOP Acquisition, the PGEO Acquisition and the Proposed KOG Acquisition will be accounted for in accordance with the accounting policies of the Wilmar Group and assessed for impairment as appropriate;

(d) the proforma consolidated financial statements of the enlarged Wilmar Group in relation to the IPT Acquisitions have been prepared in accordance with the principles of merger accounting as the IPT Acquisitions give rise to a business combination of entities under common control. Any difference between the amount recorded as share capital issued and the nominal value of the shares acquired is adjusted against equity as merger reserve;

(e) the financial effects illustration takes into account adjustments for the amounts owing from the IPT Assets to WHPL and ADM which will be assigned to or assumed by Wilmar on the completion of the IPT Acquisitions;

(f) an aggregate of 3,852,876,228 (comprising 2,403,154,004 new Wilmar Shares for the KG Merger and 1,449,722,224 Consideration Shares for the IPT Acquisitions) new Wilmar Shares were issued on 1 January 2006;

(g) no adjustments have been made to align differences resulting from the adoption of different accounting policies by the Wilmar Group, PPBOP, PGEO, KOG and the IPT Assets.

Given that the proforma financial effects presented below are proforma in nature and only for illustrative purposes, they do not represent the actual financial position and/or results of the Wilmar Group immediately after the completion of the IPT Acquisitions."

The Management has confirmed that the acquisition of the Additional IPT Assets will not have a material effect on the proforma financial effects presented in the following sections.

5.5.1 Share Capital

	Before the KG Merger and the IPT Acquisitions	After the KG Merger and before the IPT Acquisitions	Immediately after the KG Merger and the IPT Acquisitions
As at 31 December 2006			
Number of Wilmar Shares ('000)	2,532,805	4,935,959	6,385,681

5.5.2 *NTA*

	Before the KG Merger and the IPT Acquisitions	After the KG Merger and before the IPT Acquisitions	Immediately after the KG Merger and the IPT Acquisitions
As at 31 December 2006			
Consolidated NTA (US$'000) (1)	550,255	1,397,082	2,216,152
Number of Wilmar Shares ('000)	2,532,805	4,935,959	6,385,681
NTA per Wilmar Share (US cents)	21.73	28.30	34.71

Note:-

(1) The NTA used in the table above does not take into account minority interests.

5.53 Earnings

	Before the KG Merger and the IPT Acquisitions	After the KG Merger and before the IPT Acquisitions	Immediately after the KG Merger and the IPT Acquisitions
FY2006			
Earnings (US$'000)[1]	104,612	273,375	399,557
Number of Wilmar Shares ('000)	2,532,805	4,935,959	6,385,681
Earnings per Wilmar Share (US cents)	4.13	5.54	6.26

Note:-

(1) The earnings used in the table above do not take into account earnings attributable to minority interests.

5.5.4 Gearing ratios

	Before the KG Merger and the IPT Acquisitions	After the KG Merger and before the IPT Acquisitions	Immediately after the KG Merger and the IPT Acquisitions
As at 31 December 2006			
Total borrowings (US$'000) [1]	759,591	1,607,579	2,473,209
Cash and cash equivalents (US$'000)	43,980	145,451	400,073
Shareholders' fund (US$'000) [1]	584,842	3,430,805	5,171,987
Gross gearing (times) [1]	1.30	0.47	0.48
Net gearing (times) [1]	1.22	0.43	0.40

Note:-

(1) The expression "Total borrowings" means the aggregate of liabilities arising out of borrowings from banks and financial institutions. The expression "Shareholders' fund" refers to the aggregate of the issued and paid-up share capital, capital and other reserves of the Wilmar Group and excludes minority interests. "Gross gearing" is computed based on the ratio of total borrowings to Shareholders' fund and "Net gearing" is computed based on the ratio of total borrowings less cash and cash equivalents to Shareholders' fund.

We make the following observations from this section:

(a) The issuance of the new Wilmar Shares and the Consideration Shares as a consequence of the KG Merger and the IPT Acquisitions will result in significant dilution to Shareholders. The new Wilmar Shares and the Consideration Shares represent approximately 60.3% of the enlarged issued share capital.

(b) The EPS for FY2006 increases from 4.13 US cents before the KG Merger and the IPT Acquisitions to 6.26 US cents after the KG Merger and the IPT Acquisitions, such difference in EPS of 2.13 US cents representing an increase of approximately 51.6%.

(c) The NTA per Share as at 31 December 2006 increases from 21.73 US cents before the KG Merger and the IPT Acquisitions to 34.71 US cents after the KG Merger and the IPT Acquisitions, such difference in NTA of 12.98 US cents representing an increase of approximately 59.7%

(d) There is a significant reduction in gross gearing as at 31 December 2006 from 1.30 times before the KG Merger and the IPT Acquisitions to 0.48 times after the KG Merger and the IPT Acquisitions. Correspondingly, the net gearing as at 31 December 2006 also reduces from 1.22 times before the KG Merger and the IPT Acquisitions to 0.40 times after the KG Merger and the IPT Acquisitions.

5.6 Comparison of Pricing of the IPT Acquisitions with the RTO, the PPBOP Acquisition and the KOG and PGEO Acquisition

All in US$ millions	RTO Transaction	IPT Acquisitions	PPBOP Acquisition	KOG & PGEO Acquisition
Purchase consideration	760.0	1,608.4 (1),(2)	1,136.6 (1)	1,529.6 (1)
EV/EBIT (times)	11.7	12.0 (2)	21.9	11.9
PER (times)	13.1	12.7 (2)	30.8	12.6
P/NTA (times)	3.3	2.0 (2)	3.3	3.4

Notes:
(1) Based on exchange rate as at 13 December 2006, S$1.5413 per US$ (Source: Bloomberg)
(2) Should the Additional IPT Assets at the assumed cap of US$ 70.0 million be included in the IPT Acquisitions, the Purchase Considerations will be US$1,678.4 million, the EV/EBIT multiple will be 12.4 times, PER will be 13.3 times and P/NTA will be 2.1 times.

Table 3:- Comparison of IPT Acquisitions with RTO, the PPBOP and the KOG and PGEO Acquisition

Source: Company circulars

It is important to highlight both that the transactions identified above may not be comparable to the IPT Acquisitions and such differences as may exist may be significant. As a consequence, the benchmarking comparisons drawn can serve only as an illustrative guide.

We highlight the following key observations on the data presented in Table 3 above:

(a) The PER multiple for the IPT Acquisitions is in line with that for the RTO Transaction, and the KOG and PGEO Acquisition but significantly lower than for the PPBOP Acquisition;

(b) The EV/EBIT multiple for the IPT Acquisitions is in line with that for the RTO Transaction and the KOG and PGEO Acquisition but lower than that for the PPBOP Acquisition;

(c) The EV/EBIT multiple for the PPBOP Acquisition is the highest of the four transactions. We note that PPBOP is listed on Bursa Malaysia Securities while the IPT Assets and those that were the subject of the RTO Transaction and the KOG and PGEO Acquisition were privately-owned at the time of their respective announcements;

(d) The P/NTA multiple for the IPT Acquisitions is the lowest of the four transactions and that the P/NTA multiples for the RTO Transaction, the PPBOP Acquisition and the KOG and PGEO Acquisitions are largely in line with each other.

5.7 Comparison of Pricing of the IPT Acquisitions with Comparable Companies and Wilmar

We have undertaken an exercise to benchmark the key parameters of the consideration based upon the recent financial performance of the IPT Assets against equivalent parameters for (a) companies which, in both our opinion and that of the Directors and the management of the Company, are broadly comparable to the IPT Assets on the basis of public information and (b) Wilmar before the IPT Acquisitions.

The IPT Assets are engaged in the business of processing, branding and/or merchandising of a wide range of edible oils, oil seeds and grains (such as soya bean, rice, corn, wheat, palm oil, peanut, rapeseed, groundnut, sunflower seed, sesame and cotton seed) primarily focusing on products based on soya bean and grains. The IPT Assets are also engaged in the processing of downstream oil-related products for industrial application. The following is the list of the companies, together with a brief description of their principal activities, which are considered to be broadly comparable to the IPT Assets (the "Comparable Companies") and which are listed on the New York Stock Exchange, the Hong Kong Stock Exchange, the SGX-ST and the Bombay Stock Exchange:

Company	Business Description	Financial Year	Currency	Revenue (Currency Million)	Net Profit After Tax (Currency Million)
Archer Daniels Midland Company	Procures, transports, stores, processes, and merchandises agricultural commodities and products. The Company also processes oilseeds, corn, oats, barley, peanuts, and wheat as well as processes products which have primarily two end uses including food or feed ingredients.	30-Jun-06	USD	36,596.1	1,312.1
Bunge Limited	An integrated global agri business and food company spanning the farm-to-consumer food chain. The Company processes soybeans, produces and supplies fertilizer, manufactures edible oils and shortenings, mills dry corn and wheat, manufactures isolated soybean protein, and produces other food products.	31-Dec-06	USD	26,274.0	517.0
China Agri-Industries Holdings Limited	Produces biofuels and biochemicals, processes oilseed and wheat, produces malt used for beer brewage	31-Dec-06	HKD	17,899.3	755.4
Pine Agritech Limited	Produces soybean-based products, soy protein isolates, soybean oil, and soy oligosaccharide syrup.	31-Dec-06	SGD	310.2	105.8
Celestial Nutrifoods Limited	Manufactures and sells soybean based food products such as soybean beverages, soy protein isolate and soybean oil.	31-Dec-06	SGD	227.7	72.7
Ruchi Soya Industries Limited	Primarily engaged in the business of edible oil, fats, soya products and other agricultural commodities.	31-Mar-06	INR	75,366.3	828.2
Olam International Limited	An international integrated supplier of both raw and processed agricultural commodities. The Group sources, processes, stores, transports, ships, distributes, trades and markets agricultural products and provides insurance related services.	30-Jun-06	SGD	4,361.1	87.2

Table 4: – Comparable Companies

Source: Bloomberg, Annual Reports and Full Year Results Announcement of the respective Comparable Companies

It is important to highlight that there is no single company listed either on the New York Stock Exchange, the Hong Kong Stock Exchange, SGX-ST or Bombay Stock Exchange which is truly comparable to the IPT Assets in terms of business activities, size, asset base, geographical spread, track record, financial performance, operating and financial leverage, risk profile, liquidity, accounting policies, future prospects, market capitalisation, and other relevant criteria. As a consequence, the benchmarking comparison made can serve only as an illustrative guide.

In the exercise we have undertaken, we have considered the following valuation parameters:

(a) A comparison of historical price earning ratios (the "**PER multiples**");

(b) A comparison of enterprise values to historical earnings before interest and tax (the "**EBIT multiples**"); and

(c) A comparison of market capitalisation to net tangible asset values (the "**Price-To-NTA multiples**").

For the IPT Acquisitions, we have calculated the PER multiples, the EV/EBIT multiples and the Price-To-NTA multiples implied by the Purchase Consideration and the Unaudited Proforma Consolidated Financial Information of the IPT Assets as of 31 Dec 2006. The statistics for the Comparable Companies and Wilmar are based on their closing prices on the Latest Practicable Date and on the Market Day prior to the date of the Announcement and the financial information based on their respective latest available financial years. Comparisons of the IPT Acquisitions with the Comparable Companies and Wilmar may be affected, *inter alia*, by differences in their accounting policies. Our analysis has not attempted to adjust for such differences.

5.7.1 The PER Multiples

The PER multiple is a widely used comparative measure for valuation. It illustrates the ratio of the current market price of a company's shares relative to its net earnings per share. The PER multiple is based on net earnings attributable to shareholders after interest, taxation, depreciation and amortisation. As such, it is affected by the capital structure of a company, its tax position as well as its accounting policies relating to depreciation and intangible assets.

The PER multiple implied by the Purchase Consideration is computed by dividing the Purchase Consideration by the unaudited proforma consolidated net profit of the IPT Assets as at 31 December 2006. The PER multiples for the Comparable Companies and Wilmar are based on their respective closing prices as at the Latest Practicable Date and the Market Day prior to the date of the Announcement and net profit for the latest available financial year.

Comparable Companies	Currency	Market Capitalisation (Currency Million)	Net Profit (Currency Million)	PER (times)
Archer Daniels Midland Company	USD	23,054.4	1,312.1	17.6
Bunge Limited	USD	9,432.3	517.0	18.2
China Agri-Industries Holdings Ltd	HKD	23,396.3	755.4	31.0
Pine Agritech Limited	SGD	2,085.0	105.8	19.7
Celestial Nutrifoods Limited	SGD	961.1	72.7	13.2
Ruchi Soya Industries Limited	INR	11,642.7	828.2	14.1
Olam International Limited	SGD	5,316.7	87.2	60.9
High				**60.9**
Low				**13.2**
Mean				**25.0**
Wilmar International Limited (1)	SGD	8,712.8	160.5	54.3
The PER Implied by Purchase Consideration (2)				**12.7**

Notes:

(1) The market capitalisation for Wilmar International Limited has been computed based on last traded share price of S$3.44 per share as at the Latest Practicable Date with total issued shares of 2,532.8 million as at 31 December 2006

(2) The PER Implied by Purchase Consideration will be 13.3 times should the Additional IPT Assets at the assumed cap of US$70.0 million be included in the IPT Acquisitions

Table 5:- PER Multiples as at Latest Practicable Date

Comparable Companies	Currency	Market Capitalisation (Currency Million)	Net Profit (Currency Million)	PER (times)
Archer Daniels Midland Company	USD	21,531.4	1,312.1	16.4
Bunge Limited	USD	8,624.3	517.0	16.7
China Agri-Industries Holdings Ltd (1)	-	-	-	-
Pine Agritech Limited	SGD	1,605.0	105.8	15.2
Celestial Nutrifoods Limited	SGD	967.4	72.7	13.3
Ruchi Soya Industries Limited	INR	8,699.5	828.2	10.5
Olam International Limited	SGD	2,953.7	87.2	33.9
High				**33.9**
Low				**10.5**
Mean				**17.7**
Wilmar International Limited	SGD	4,331.10	160.5	27.0
The PER Implied by Purchase Consideration (2)				**12.7**

Notes:

(1) Listed on Hong Kong Stock Exchange on 21 March 2007

(2) The PER Implied by Purchase Consideration will be 13.3 times should the Additional IPT Assets at the assumed cap of US$70.0 million be included in the IPT Acquisitions

Table 6:- PER Multiples as at Market Day prior to the date of the Announcement

We note that the PER multiple implied by the Purchase Consideration is lower than the mean of the PER multiples of the Comparable Companies as at both dates. The PER multiple implied by the Purchase Consideration is marginally higher than the low of the PER multiples of the Comparable Companies as at date of the Announcement but is marginally lower than the comparable statistic as at Latest Practicable Date. We note also that the PER multiple implied by the Purchase Consideration is lower than that of Wilmar as at both dates.

5.7.2 The EBIT Multiples

Enterprise value ("EV") is defined as the sum of a company's market capitalisation, its preferred equity, minority interests and its short term and long term debts less cash and cash equivalents. EBIT is defined as earnings before interest and tax expenses. The EBIT multiple does not take into account the capital structure of a company, nor does it take into account its interest, taxation, depreciation and amortisation charges. This comparative measure of value serves as an illustrative indicator of the current market valuation of the business of a company relative to its operating cash flow and performance.

The EV/EBIT multiple implied by the Purchase Consideration is computed by dividing the sum of the Purchase Consideration, net debt and minority interest by the unaudited proforma consolidated EBIT of the IPT Assets as at 31 December 2006. The EV/EBIT multiples for the Comparable Companies are based on their respective market capitalisation as at the Latest Practicable Date and the market day prior to the Announcement and the EBIT figures for the latest available financial year.

Comparable Companies	Currency	Market Capitalisation (Currency Million)	EV (Currency Million)	EBIT (Currency Million)	EV / EBIT (times)
Archer Daniels Midland Company	USD	23,054.4	25,400.4	2,016.3	12.6
Bunge Limited	USD	9,432.3	12,961.3	683.0	19.0
China Agri-Industries Holdings Ltd	HKD	23,396.3	28,582.9	1,270.3	22.5
Pine Agritech Limited	SGD	2,085.0	2,019.2	125.7	16.1
Celestial Nutrifoods Limited	SGD	961.1	929.4	78.1	11.9
Ruchi Soya Industries Limited	INR	11,642.7	16,521.2	1,783.1	9.3
Olam International Limited	SGD	5,316.7	6,497.3	180.4	36.0
High					**36.0**
Low					**9.3**
Mean					**18.2**
Wilmar International Limited (1)	SGD	8,712.8	9,844.3	295.6	33.3
The EV/EBIT Implied by Purchase Consideration (2)					**12.0**

Notes:

(1) The market capitalisation for Wilmar International Limited has been computed based on last traded share price of S$3.44 per share as at the Latest Practicable Date with total issued shares of 2,532.8 million as at 31 December 2006

(2) The EV/EBIT Implied by Purchase Consideration will be 12.4 times should the Additional IPT Assets at the assumed cap of US$70.0 million be included in the IPT Acquisitions

Table 7:- EV/EBIT Multiples as at Latest Practicable Date

Comparable Companies	Currency	Market Capitalisation (Currency Million)	EV (Currency Million)	EBIT (Currency Million)	EV / EBIT (times)
Archer Daniels Midland Company	USD	21,531.4	23,877.4	2,016.3	11.8
Bunge Limited	USD	8,624.3	12,153.3	683.0	17.8
China Agri-Industries Holdings Ltd (1)	-	-	-	-	-
Pine Agritech Limited	SGD	1,605.0	1,539.2	125.7	12.2
Celestial Nutrifoods Limited	SGD	967.4	935.8	78.1	12.0
Ruchi Soya Industries Limited	INR	8,699.5	13,578.0	1,783.1	7.6
Olam International Limited	SGD	2,953.7	4,134.4	180.4	22.9
High					**22.9**
Low					**7.6**
Mean					**14.1**
Wilmar International Limited	SGD	4,331.10	5,462.5	295.6	18.5
The EV/EBIT Implied by Purchase Consideration (2)					**12.0**

Notes:

(1) Listed on Hong Kong Stock Exchange on 21 March 2007

(2) The EV/EBIT Implied by Purchase Consideration will be 12.4 times should the Additional IPT Assets at the assumed cap of US$70.0 million be included in the IPT Acquisitions

Table 8:- EV/EBIT Multiples as at Market Day prior to the date of the Announcement

We note that the EV/EBIT multiple implied by the Purchase Consideration is lower than the mean of the EV/EBIT multiples of the Comparable Companies as at both dates. The EV/EBIT multiple implied by the Purchase Consideration is higher than the low of EV/EBIT multiples of the Comparable Companies as at both dates. We note also that the EV/EBIT multiple implied by the Purchase Consideration is lower that of Wilmar as at both dates.

5.7.3 The Price-To-NTA Multiples

The use of the price to net tangible asset multiple for valuation purposes is primarily relevant to asset-based businesses. The IPT Assets and the Comparable Companies own substantial assets but operate these assets to generate earnings. As such, the Price-to-NTA multiple is generally less relevant than other comparative valuation measures. Nonetheless, it can serve to illustrate the net tangible asset backing of each share and can be used as an estimator of the relative ratings of similar businesses.

The Price-to-NTA multiple implied by the Purchase Consideration is computed by dividing the Purchase Consideration by the unaudited proforma consolidated NTA of the IPT Assets as at 31 December 2006. The Price-To-NTA multiple for the Comparable Companies is based on their respective closing prices as at the Latest Practicable Date and the Market Day prior to the Announcement and the NTA as at the latest financial year end.

Comparable Companies	Currency	Market Capitalisation (Currency Million)	NTA (Currency Million)	Price to NTA (times)
Archer Daniels Midland Company	USD	23,054.4	9,484.6	2.4
Bunge Limited	USD	9,432.3	5,333.0	1.8
China Agri-Industries Holdings Ltd	HKD	23,396.3	5,384.1	4.3
Pine Agritech Limited	SGD	2,085.0	252.4	8.3
Celestial Nutrifoods Limited	SGD	961.1	274.7	3.5
Ruchi Soya Industries Limited	INR	11,642.7	8,000.6	1.5
Olam International Limited	SGD	5,316.7	488.0	10.9
High				**10.9**
Low				**1.5**
Mean				**4.7**
Wilmar International Limited (1)	SGD	8,712.8	844.3	10.3
The Price to NTA Implied by Purchase Consideration (2)				**2.0**

Notes:

(1) The market capitalisation for Wilmar International Limited has been computed based on last traded share price of S$3.44 per share as at the Latest Practicable Date with total issued shares of 2,532.8 million as at 31 December 2006

(2) The Price to NTA Implied by Purchase Consideration will be 2.1 times should the Additional IPT Asset at the assumed cap of US$70.0 million be included in the IPT Acquisitions

Table 9: – Price-to-NTA Multiples as at Latest Practicable Date

Comparable Companies	Currency	Market Capitalisation (Currency Million)	NTA (Currency Million)	Price to NTA (times)
Archer Daniels Midland Company	USD	21,531.4	9,484.6	2.3
Bunge Limited	USD	8,624.3	5,333.0	1.6
China Agri-Industries Holdings Ltd (1)	-	-	-	-
Pine Agritech Limited	SGD	1,605.0	252.4	6.4
Celestial Nutrifoods Limited	SGD	967.4	274.7	3.5
Ruchi Soya Industries Limited	INR	8,699.5	8,000.6	1.1
Olam International Limited	SGD	2,953.7	488.0	6.1
High				**6.4**
Low				**1.1**
Mean				**3.5**
Wilmar International Limited	SGD	4,331.10	844.3	5.1
The Price to NTA Implied by Purchase Consideration (2)				**2.0**

Notes:

(1) Listed on Hong Kong Stock Exchange on 21 March 2007

(2) The Price to NTA Implied by Purchase Consideration will be 2.1 times should the Additional IPT Asset at the assumed cap of US$70.0 million be included in the IPT Acquisitions

Table 10: – Price-to-NTA Multiples as at Market Day prior to the date of the Announcement

We note that the Price-to-NTA multiple implied by the Purchase Consideration is lower than the mean of the Price-to-NTA multiples of the Comparable Companies as at both dates. The Price-to-NTA multiple implied by the Purchase Consideration is higher than the low of such Price-to-NTA multiples as at both dates. We note also that the Price-to-NTA implied by the Purchase Consideration is lower that of Wilmar as at both dates.

5.8 Other Considerations

5.8.1 Risk Factors

The risk factors in relation to the IPT Acquisitions are set out in section 3 of the Circular. **We would advise the Independent Directors to recommend that the minority shareholders read this section carefully.** Our terms of reference are limited to our evaluation of the financial terms of the IPT Acquisitions and we have not taken into account the commercial risks and merits of the IPT Acquisitions. Our terms of reference do no require us to evaluate or comment on the strategic or long-term commercial merits of the IPT Acquisitions or on the prospects of either the Wilmar Group or on the IPT Acquisitions.

5.8.2 Arrangements in respect of the Yihai Interest and the EOGI Interest

We highlight that there are extended completion arrangements in respect of the Yihai Interest and the EOGI Interest. Details of these arrangements are disclosed in sections 2.2.4 and 2.3.2 respectively in the Circular. These arrangements also provide for situations where completion under the terms of respective terms of the WHPL Acquisition Agreement and the ADM Acquisition Agreement is not possible. In such an event, Wilmar will recover a minimum of a sum in cash of S$149,564,104 and S$104,635,045 from WHPL and ADML respectively being cash consideration for the Consideration Shares issued.

The IPT Acquisitions have been presented on the basis that Wilmar is able to complete the acquisition of both the Yihai Interest and the EOGI interest. In the event that such completion is not possible, Wilmar will acquire a smaller pool of operational assets than reflected in the pro forma financial information as well as the cash consideration highlighted above.

5.8.3 Nature of the Additional IPT Assets

The Additional IPT Assets are additional investments in mainly new investments and/or start-up projects undertaken by WHPL as part of the ongoing expansion and business development of the group after the signing of the WHPL Acquisition Agreement. Pursuant to the Supplemental Agreement, Wilmar will acquire the Additional IPT Assets for a cash consideration on a reimbursement basis, to be determined based on the cost incurred in such Additional IPT Assets plus the financing costs incurred based on the weighted average interest rate of WHPL's total borrowings from banks and financial institutions from the period of investment up to the completion date of the WHPL Acquisition Agreement. The cost of these additional investments shall not exceed the Additional IPT Assets Threshold of US$70.0 million as set out in section 3.2.3 above. Based on the new business development activities initiated as at the Latest Practicable Date, the total capital commitment undertaken by WHPL, as the parent company of the Additional IPT Assets, amounted to approximately US$160.0 million of which approximately US$25.3 million has been incurred up to 30 April 2007. The remaining capital commitment will be incurred progressively over the next 12 months following the Latest Practicable Date.

We highlight that the arrangements in respect of the Additional IPT Assets differ from those in respect of the IPT Assets. We note that such arrangements are necessitated by the commercial imperative not to constrain the ongoing development of the respective businesses as Wilmar completes the processes necessary to seek the approval of shareholders and other parties for the IPT Acquisitions. We highlight that the nature of the Additional IPT Assets is such that there can be no past performance track record to evaluate such assets. Accordingly, the performance of the Additional IPT Assets has not been reflected in the Financial Effects computations set out in section 7 of the Circular. To be consistent, the cash consideration for the acquisition of such assets has also not been reflected in the Financial Effects section in the Circular and in our computations.

5.8.4 Claims Under the ADM Acquisition Agreements

We highlight that claims under the acquisition agreements with ADM and Global Cocoa will be settled only if the claim or aggregate claims exceed US$ 16,580,000 and US$ 83,420,000 respectively. These thresholds represent 21.0% of the consideration paid by Wilmar for these acquisitions. In the event that matters arise which result in claims by Wilmar on ADM and/or Global Cocoa which are less than the thresholds, then these matters will result in a loss to Wilmar.

The Audit Committee of Wilmar has confirmed its view that the above thresholds for claims are acceptable having considered, inter alia, that such thresholds have been arrived at after commercial negotiations between the contracting parties and the materiality of such thresholds in relation to the overall purchase considerations for the ADM Acquisition Agreements.

5.8.5 Other Interested Persons Transactions

The aggregate values of all other interested person transactions entered into with WHPL and its associates from 1 July 2006 (the completion date for the acquisition of Ezyhealth Asia Pacific Ltd by way of a reverse takeover was 14 July 2006) to 31 December 2006 and from 1 January 2007 to 31 March 2007 are as follows:-

	1 July 2006 to 31 December 2006 (US$'000)	1 January 2007 to 31 March 2007 (US$'000)
Sales to WHPL and its associates	1,310,230	559,463
Purchases from WHPL and its associates	28,232	36,451
Payment for services to WHPL and its associates	391	241
Amount due to WHPL	12	NIL
Loan amount guaranteed by WHPL	12,809	2,348

The aggregate values of all other interested person transactions entered into with ADM and its associates from 1 July 2006 (the completion date for the acquisition of Ezyhealth Asia Pacific Ltd by way of a reverse takeover was 14 July 2006) to 31 December 2006 and from 1 January 2007 to 31 March 2007 are as follows:-

	1 July 2006 to 31 December 2006 (US$'000)	1 January 2007 to 31 March 2007 (US$'000)
Sales to ADML and its associates	392,844	61,833
Purchases from ADML and its associates	1,390,478	315,596
Receipt of services from ADML and its associates	1,100	256
Amount due by ADM and its associates	54,209	44,635
Amount due to ADM and its associates	103,231	44,368

6. RECOMMENDATION

In arriving at our recommendation in respect of the IPT Acquisitions, we have taken into account all the factors which we consider to have a significant bearing on our assessment of the IPT Acquisitions including the following:

(a) The rationale set out by the Directors for the IPT Acquisitions in Section 5 of the Circular;

(b) In the period from 23 December 2005 (being the date of the announcement of the RTO) to 13 December 2006 (being the Market Day prior to the date of the Announcement), the Shares traded between a low of S$0.70 and a high of S$2.09;

(c) The Shares have generally traded below the Issue Price for most of the period from 23 December 2005 (being the date of the announcement of the RTO) up to 13 December 2006 (being the Market Day prior to the date of the Announcement) and that the Shares have consistently traded above the Issue Price in the period since the date of the Announcement;

(d) The closing price of the Shares on 15 December 2006 (being the Market Day following the date of the Announcement) was S$2.04, which represented an increase of approximately 20% over the closing price of the Shares of S$1.70 on 13 December 2006 (being the Market Day prior to the date of the Announcement);

(e) In the period commencing from 15 December 2006 (being the Market Day following the date of the Announcement) to the Latest Practicable Date, the Shares traded between a low of S$2.04 to a high of S$3.60;

(f) The Issue Price represents a premium of S$0.38 per Share (or 28.7%) over the VWAP of the Shares for the 3 month period preceding the date of the Announcement;

(g) The Issue Price represents a premium of S$0.01 per Share (or 0.6%) over the VWAP of the Shares for the 1 month period preceding the date of the Announcement;

(h) The Issue Price represents a premium of S$0.01 per share (or 0.6%) over the VWAP of the Shares at the close of the Market Day prior to the date of the Announcement;

(i) The Issue Price represents a discount of S$1.73 or 50.3% over the VWAP of the Shares on the Latest Practicable Date;

(j) The premium of 0.6% of the Issue Price over the closing price on the Market Day before the date of the Announcement compares favourably with both the mean and the median of such transactions where an IPT was involved;

(k) The premium of 0.6% of the Issue Price over the closing price on the Market Day before the date of the Announcement compares favourably with both the mean and the median for all such transactions;

(l) Notwithstanding the significant dilution arising as a result of the issuance of the new Wilmar Shares and the Consideration Shares, the KG Merger and the IPT Acquisitions have a significant positive effect in relation to the Earnings per Share, NTA per Share and both gross and net gearing of the Wilmar Group;

(m) The PER multiple for the IPT Acquisitions is in line with that for the RTO Transaction, and that for the KOG and PGEO Acquisition but significantly lower than that for the PPBOP Acquisition;

(n) The EV/EBIT multiple for the IPT Acquisitions is in line with for the RTO Transaction and the KOG and PGEO Acquisition, but lower than that for the PPBOP Acquisition;

(o) The EV/EBIT multiple for the PPBOP Acquisition is the highest of the four transactions. We note that PPBOP is listed on Bursa Malaysia Securities while the IPT Assets and those that were subject to the RTO Transaction and the KOG and PGEO Acquisition were privately-owned at the time of their respective announcements;

(p) The P/NTA multiple for the IPT Acquisitions is the lowest of the four transactions and that the P/NTA multiples for the RTO Transaction, the PPBOP Acquisition and the KOG and PGEO Acquisitions are largely in line with each other;

(q) The PER multiple implied by the Purchase Consideration is lower than the mean of the PER multiples of the Comparable Companies as at both dates. The PER multiple implied by the Purchase Consideration is marginally higher than the low of the PER multiples of the Comparable Companies as at date of the Announcement but is marginally lower than the comparable statistic as at Latest Practicable Date. The PER multiple implied by the Purchase Consideration is lower than that of Wilmar as at both dates;

(r) The EV/EBIT multiple implied by the Purchase Consideration is lower than the mean of the EV/EBIT multiples of the Comparable Companies as at both dates. The EV/EBIT multiple implied by the Purchase Consideration is higher than the low of the EV/EBIT multiples of the Comparable Companies as at both dates. The EV/EBIT multiple implied by the Purchase Consideration is lower than that of Wilmar as at both dates; and

(s) The Price-to-NTA multiple implied by the Purchase Consideration is lower the mean of the Price-to-NTA multiples of the Comparable Companies as at both dates. The Price-to-NTA multiple implied by the Purchase Consideration is marginally higher than the low of such Price-to-NTA multiples as at both dates. The Price-to-NTA multiple implied by the Purchase Consideration is lower than that of Wilmar as at both dates.

Having considered all of the above as well as the Other Considerations and subject to the assumptions and qualifications set out in this letter, we are of the opinion that the financial terms of the IPT Acquisitions are on normal commercial terms and are not prejudicial to the interests of Wilmar and its minority shareholders.

In arriving at our recommendations, we wish to emphasise that we have, *inter alia*, relied on representations made by the Directors and the executive management of Company relating to current intentions and future directions of the Company. In addition, the Independent Directors should note that we have arrived at these conclusions based on information made available to us prior to and including the Latest Practicable Date.

The Independent Directors should note that trading in the Shares is subject to possible market fluctuations and, accordingly, our advice on the IPT Acquisitions cannot and does not take into account the future trading activity or patterns or price levels that may be established for the Shares as these are governed by factors beyond the ambit of our review and would not fall within the terms of reference in connection with the IPT Acquisitions.

Our recommendations are addressed to the Independent Directors for their benefit in connection with and for the purposes of their consideration of the IPT Acquisitions. Any recommendations made by the Independent Directors in respect of the IPT Acquisitions shall remain their responsibility.

In rendering the above advice, we have not had regard to the specific investment objectives, financial situation, tax position or particular needs and constraints of any individual Shareholder. As each Shareholder has different investment objectives and profiles, we would advise that individual Shareholders who require specific advice in relation to their investment objectives or portfolio should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Our recommendations may not be used and/or relied on by any other person for any purpose at any time and in any manner except with our prior written consent in each specific case. Our recommendations are governed by the laws of Singapore, and are strictly limited to the matters stated in this letter and do not apply by implication to any other matter.

Yours faithfully

Deloitte and Touche Corporate Finance Pte Ltd

Jeff Pirie
Director

APPENDIX B - SUBSIDIARIES AND ASSOCIATED COMPANIES OF THE IPT ASSETS

Name of Company	Principal Activities	Country of Incorporation/ Country of Business	Effective shareholding of WHPL (%)	Effective shareholding of ADM (%)
Grand Silver (Laiyang) Co. Limited*	Investment holding	Hong Kong	51	–
Wilmar Fujian Investments Pte Ltd*	Investment holding	Singapore	100	–
Wilmar Resources Pte Ltd*	Investment holding	Singapore	100	–
Sasa Shipping Co Pte. Ltd.*	Ship owning & chartering	Singapore	100	–
Wilmar Investments (Mauritius) Limited*	Investment holding	Mauritius	100	–
Kenspot International Pte Ltd*	Investment holding	Singapore	100	–
Wilmar Great Ocean Investment Pte Ltd*	Investment holding	Singapore	100	–
Wilmar Golden Sea Investment Pte Ltd*	Investment holding	Singapore	58.3	41.7
Wilmar China Investments Pte Ltd*	Investment holding	Singapore	57	43
Wilmar Yihai Investments Pte. Ltd.*	Investment holding	Singapore	100	–
Grand Silver Laiyang Singapore Pte Ltd* *(in the process of striking off)*	Dormant	Singapore	51	–
Wilmar-ADM China Investments Pte. Ltd.*	Investment holding	Singapore	50	50
Wilmar-ADM China Northeast Investments Pte Ltd*	Investment holding	Singapore	50	50
Wilmar-ADM Flour Investments Pte. Ltd.*	Investment holding	Singapore	65	35
Wilmar China Investments (Yihai) Pte. Ltd.*	Investment holding	Singapore	57	43
Wilmar Tani Investments (Mauritius) Limited*	Investment holding	Mauritius	100	–
Louisa Shipping Co Pte. Ltd.*	Ship owning & chartering	Singapore	100	–
Patricia Shipping Co Pte. Ltd.*	Ship owning & chartering	Singapore	100	–
Gold River Pte. Ltd.*	Ship owning & chartering	Singapore	100	–
Isabel Shipping Co Pte. Ltd.*	Ship owning & chartering	Singapore	80	–
Natalie Shipping Co Pte. Ltd.*	Ship owning & chartering	Singapore	80	–
Olivia Shipping Co Pte. Ltd.*	Ship owning & chartering	Singapore	80	–
DelMar Pte. Ltd.*	Investment holding	Singapore	50	–
Yihai Investment Co., Ltd*	Investment holding	People's Republic of China	100	–
Grand Silver International Limited	Investment holding	Hong Kong	31.1	38
Grand Silver (Lanshan) Limited	Investment holding	Hong Kong	20.4	24.6

Name of Company	Principal Activities	Country of Incorporation/ Country of Business	Effective shareholding of WHPL (%)	Effective shareholding of ADM (%)
Grand Silver International Management Limited	Investment holding	Hong Kong	33	33
Grand Ocean International Trading Limited	Trading	Hong Kong	25	25
Equatorial Trading Limited	Investment holding & international trading	Malaysia	50	–
Josovina Commodities Pte Ltd	Investment holding & vegetable oils trading	Singapore	50	–
Galaxy Shipping Ltd	Ship owning & chartering	British Virgin Islands	50	–
Acalpo Wilmar Pte Ltd	Investment holding & international trading	Singapore	50	–
Cosmos Shipping Ltd	Ship owning & chartering	British Virgin Islands	50	–
Alfa Trading Limited	Trading	Malaysia	50	–
Alfa Edible Oils Pte. Ltd.	Dormant	Singapore	50	–
Wilmar-ADM Investments Holding Pte. Ltd.	Investment holding	Singapore	50	–
ADM China Holdings Ltd	Investment holding	Mauritius	–	100
Held by Wilmar-ADM Investments Holding Pte. Ltd.				
Ghana Specialty Fats Industries Limited	Shea nuts processing	Ghana	50	–
Held by Grand Silver International Limited				
Northsea Oils and Grains Industries (Tianjin) Co., Ltd	Edible oils refining	People's Republic of China	18.2	22.3
Held by Grand Silver (Lanshan) Limited				
Yellowsea Oils and Grains Industries (Shandong) Co., Ltd	Edible oils refining	People's Republic of China	11.2	13.5
Held by Grand Silver (Laiyang) Co. Limited				
Laiyang Luhua Fragrant Peanut Oil Co., Ltd	Peanut crushing	People's Republic of China	25	–
Laiyang Luhua Seasoning Co., Ltd	Seasoning processing	People's Republic of China	25	–
Shandong Luhua Fragrant Peanut Oil Co., Ltd	Peanut crushing	People's Republic of China	25	–
Laiyang Luhua Vinegar Industry Food Co., Ltd	Vinegar processing	People's Republic of China	25	–
Laiyang Luhua Foodstuff Co., Ltd	Food processing	People's Republic of China	25	–
Held by Wilmar Investments (Mauritius) Limited				
Adani Wilmar Limited	Edible oils refining & international trading	India	50	–

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Name of Company	Principal Activities	Country of Incorporation/ Country of Business	Effective shareholding of WHPL (%)	Effective shareholding of ADM (%)
Held by Adani Wilmar Limited				
Vishakha Polyfab Private Limited	Manufacturing nylon	India	25	–
Held by Kenspot International Pte Ltd				
East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd	Production & sale of edible oils, trading of soya bean & rapeseed	People's Republic of China	22	22
Held by Wilmar Great Ocean Investment Pte Ltd				
Great Ocean Oil & Grain Industries (Fangchenggang) Company Limited	Oil seeds crushing & refining	People's Republic of China	30	30
Held by Equatorial Trading Limited				
South Island Trading Limited	International trading in edible oils	Mauritius	50	–
ETL (Mauritius) Limited	International trading in edible oils	Mauritius	50	–
Savannah Commodities (Pty) Ltd	Trading in oil seeds, edible oils and agricultural commodities	South Africa	50	–
Southcomm East Africa Limited	Managing bulk installations & sales agent	Tanzania	50	–
African Tank Terminals Limited	Investment holding	Mauritius	50	–
Feb 13 Properties (Proprietary) Limited	Property company	South Africa	37	–
Savannah Commodities Tanzania Limited	Trading in vegetable oils	Tanzania	50	–
Held by African Tank Terminals Limited				
Tanzania Liquids Storage Company Limited	Bulk storage installations	Tanzania	50	–
VOT (Tanzania) Limited	Bulk storage installations	Tanzania	50	–
Maputo Liquids Storage Company LDA	Bulk storage installations	Mozambique	49.5	–
Held by Grand Silver International Management Limited				
Cheer Luck Investments Limited	Investment holding	Samoa	30.7	30.7
Held by Cheer Luck Investments Limited				
Northsea Container (Tianjin) Co., Ltd *(in the process of liquidation)*	Production & sale of plastic containers & related products	People's Republic of China	7.7	7.7

APPENDIX B - SUBSIDIARIES AND ASSOCIATED COMPANIES OF THE IPT ASSETS

Name of Company	Principal Activities	Country of Incorporation/ Country of Business	Effective shareholding of WHPL (%)	Effective shareholding of ADM (%)
Held by Acalpo Wilmar Pte Ltd				
Acalmar Oils & Fats Limited	Edible oils refining & trading	India	50	–
Held by Wilmar China Investments (Yihai) Pte. Ltd.				
Zhoukou Luhua Sesame Industries Co., Ltd	Sesame crushing	People's Republic of China	27.9	21.1
Zhoukou Luhua Fragrant Peanut Oil Co., Ltd	Peanut crushing	People's Republic of China	27.9	21.1
Sasol Yihai (Lianyungang) Alcohol Industries Co., Ltd	Oleochemical based alcohol production	People's Republic of China	22.8	17.2
Held by Josovina Commodities Pte Ltd				
African Bulk Commodities Limited	Investment holding	Mauritius	20	–
Held by African Bulk Commodities Limited				
East African Storage Company Limited	Bulk liquid storage	Kenya	20	–
Held by Wilmar Yihai Investments Pte. Ltd.				
Laiyang Luhua Fengyi Plastics Industry Co., Ltd	Plastic processing	People's Republic of China	45	–
Laiyang Luhua Mineral Water Co., Ltd	Mineral water processing	People's Republic of China	49	–
Shandong Luhua Group Commerce Co., Ltd	Marketing	People's Republic of China	32.9	–
Inner Mongolia Luhua Sunflower Seed Oils Co., Ltd	Sunflower seeds crushing	People's Republic of China	33	–
Changshu Luhua Edible Oil Co., Ltd	Edible oils packaging	People's Republic of China	32.9	–
Held by Wilmar Resources Pte Ltd				
African Oil Palm Limited	Investment holding	Mauritius	39	–
Wilmar Plantation Services Limited	Plantation services	Mauritius	30	–
Held by African Oil Palm Limited				
Bidco Uganda Limited	Manufacture & sale of edible vegetable oils, fats & soaps	Uganda	39	–
Oil Palm Uganda Limited	Oil palm plantation	Uganda	39	–
Held by Bidco Uganda Limited				
Oil Palm Mainland Limited	Oil palm plantation	Uganda	19.5	–
Oil Palm Bundibugyo Limited	Oil palm plantation	Uganda	19.5	–
Held by DelMar Pte. Ltd.				
Delta Wilmar CIS*	Edible oils refining	Ukraine	50	–

APPENDIX B - SUBSIDIARIES AND ASSOCIATED COMPANIES OF THE IPT ASSETS

Name of Company	Principal Activities	Country of Incorporation/ Country of Business	Effective shareholding of WHPL (%)	Effective shareholding of ADM (%)
Held by Wilmar-ADM China Investments Pte. Ltd.				
New Century Oils & Grains (Wuhan) Co., Ltd*	Oil seeds crushing	People's Republic of China	47.5	47.5
YueYang LuLiang New Century Oils & Grains Industries Co., Ltd*	Oil seeds crushing	People's Republic of China	38.8	38.8
Qinhuangdao Goldensea Speciality Oils & Fats Industries Co., Ltd*	Specialty fats processing	People's Republic of China	42.5	42.5
Yihai (Sichuan) Oils & Grains Industries Co., Ltd *	Oil seeds crushing & refining	People's Republic of China	50	50
Yihai (Guanghan) Oils & Grains Industries Co., Ltd*	Oil seeds crushing & refining	People's Republic of China	50	50
Held by Wilmar China Investments (Yihai) Pte. Ltd.				
Yihai (Lianyungang) Oleochemical Industries Co., Ltd*	Processing of fatty acid & glycerine	People's Republic of China	45	34
Yihai (Yancheng) Oils & Grains Industries Co., Ltd*	Oil seeds crushing & refining	People's Republic of China	43.3	32.7
Yihai (Changji) Oils & Grains Industries Co., Ltd*	Oil seeds crushing & refining	People's Republic of China	57	35.5
New Yigang (Lianyungang) Wharf Co., Ltd*	Building & management of port	People's Republic of China	29.1	21.9
Yihai (Lianyungang) Industry Development Co., Ltd*	Industrial land owner	People's Republic of China	42.8	17.2
Yihai (Akesu) Oils & Grains Industries Co., Ltd*	Hull extraction	People's Republic of China	55.6	34.4
Held by Wilmar Investments (Mauritius) Limited				
Pyramid Lanka (Private) Limited*	Manufacturing & distributing of edible oils	Sri Lanka	55	–
Pyramid Wilmar (Private) Limited*	Trading	Sri Lanka	50	–
Held by Wilmar China Investments Pte Ltd				
Yihai (Zhoukou) Oils & Grains Industries Co., Ltd*	Oil seeds crushing & refining	People's Republic of China	50.7	38.3
Yihai (Yantai) Oils & Grains Industries Co., Ltd*	Oil seeds crushing & refining	People's Republic of China	45.2	34.1
Yihai (Lianyungang) Oils & Grains Industries Co., Ltd*	Oil seeds crushing & refining	People's Republic of China	45	34

APPENDIX B - SUBSIDIARIES AND ASSOCIATED COMPANIES OF THE IPT ASSETS

Name of Company	Principal Activities	Country of Incorporation/ Country of Business	Effective shareholding of WHPL (%)	Effective shareholding of ADM (%)
Held by Wilmar Golden Sea Investment Pte Ltd				
Qinhuangdao Tingji Oil & Fat Co., Ltd* *(in the process of liquidation)*	Oil seeds crushing & refining	People's Republic of China	46.6	33.4
Qinhuangdao Goldensea Grain and Oil Industry Co., Ltd*	Oil seeds crushing & refining	People's Republic of China	46.6	33.4
Held by Wilmar-ADM Flour Investments Pte. Ltd.				
Yihai (Zhoukou) Wheat Industries Co., Ltd*	Wheat processing	People's Republic of China	68.5	31.5
Yihai (Fujin) Oils & Grains Industries Co., Ltd*	Rice milling & oil seeds processing	People's Republic of China	49	21
Yihai (Jiamusi) Bio-cogeneration Co., Ltd*	Generating & providing electricity & steam	People's Republic of China	65.9	30.1
Yihai (Jiamusi) Oils & Grains Industries Co., Ltd*	Rice milling & oil seeds processing	People's Republic of China	65.9	30.1
Yihai (Shijiazhuang) Oils & Grains Industries Co., Ltd*	Flour milling	People's Republic of China	55.5	24.5
Held by Wilmar Tani Investments (Mauritius) Limited				
Wilmar Pakistan (Private) Limited*	Dormant	Pakistan	100	–
Held by Wilmar Fujian Investments Pte Ltd				
Quanzhou Fortune Sea Oils & Grains Industries Co., Ltd*	Oil seeds crushing & refining	People's Republic of China	50	50
Held by Wilmar-ADM China Northeast Investments Pte Ltd				
Qinhuangdao Goldensea Foodstuff Industries Co., Ltd*	Protein processing	People's Republic of China	50	50
Qinhuangdao Goldensea Bioenergy Co., Ltd*	Production of biodiesel	People's Republic of China	70	30
Held by Yihai Investment Co., Ltd				
Qinhuangdao Yihai Regenerative Resources Development Co., Ltd*	Further processing of by products/ wastes	People's Republic of China	70	–
Shanghai Yihai Commercial Co., Ltd*	Trading	People's Republic of China	100	–
Yihai (Guangzhou) Oils & Grains Industries Co., Ltd*	Oil refining & fractionation	People's Republic of China	100	–
Yihai (Zhoukou) Property Co., Ltd*	Property	People's Republic of China	100	–
Yijiang (Zhangjiagang) Oils & Grains Industries Co., Ltd*	Oil refining & fractionation	People's Republic of China	80	–
Yizheng Yijiang Oils & Grains Industries Co., Ltd*	Bulk installations	People's Republic of China	80	–
Hengyang Yihai Oils and Grains Co., Ltd*	Trading	People's Republic of China	80	–

* *subsidiary companies*

APPENDIX B - SUBSIDIARIES AND ASSOCIATED COMPANIES OF THE IPT ASSETS

MINORITY SHARES

Name of company	Principal activities	Country of incorporation/ Country of business	Effective shareholding of WHPL** (%)
PT Bukit Kapurreksa*	Edible oils refining	Indonesia	5
PT Sinar Alam Permai*	Edible oils refining	Indonesia	5
PT Multimas Nabati Asahan*	Edible oils refining	Indonesia	5
PT Mekar Bumi Andalas*	Palm oil storage services & refining	Indonesia	1
PT Sari Agrotama Persada*	Distribution of frying oil, margarine & shortening	Indonesia	5
PT Multi Nabati Sulawesi*	Copra crushing, palm kernel crushing plant & refining	Indonesia	5
PT Kawasan Industri Dumai*	Development of industrial estate	Indonesia	5
PT Sentana Adidaya Pratama*	Processing of fertiliser	Indonesia	1
PT Bumipratama Khatulistiwa	Oil palm plantation & palm oil mill	Indonesia	10
Josovina Commodities Sdn. Bhd.	Commodities trading	Malaysia	1

* *subsidiary companies*
** *save for its interests held through Wilmar*

ADDITIONAL IPT ASSETS

Name of company	Principal activities	Country of incorporation/ Country of business	Effective shareholding of WHPL (%)
Wilmar China New Investments Pte. Ltd. [1]	Investment holding	Singapore	100
Held by Wilmar China New Investments Pte. Ltd.			
ShanDong Xinxinhai Oils & Grains Industry Co., Ltd	Oil seeds crushing & refining	People's Republic of China	45
Yihai (Tai Zhou) Oils & Grains Industries Co., Ltd [1]	Oil seeds crushing & refining	People's Republic of China	100
Yihai (Fangchenggang) Soybeans Industries Co., Ltd [1]	Protein processing	People's Republic of China	100
Xiang Yang Luhua Fragrant Peanut Oil Co., Ltd	Peanut crushing	People's Republic of China	33
Yihai (Heilongjiang) Seed Co., Ltd	Production, sales & research of seeds & other farm related products	People's Republic of China	49
Yihai (Dongguan) Oleochemical Industries Co., Ltd [1]	Processing of fatty acid & glycerine	People's Republic of China	100
Yihai (Dongguan) Feed Protein Development Co., Ltd [1]	Oil seeds crushing, refining & flour milling	People's Republic of China	100
Taizhou Yongyi Port Co., Ltd [2]	Port management	People's Republic of China	35
Yihai (Guangzhou) Wharf Co., Ltd [1] [2]	Port management	People's Republic of China	95
Yihai (Xinji) Oils & Grains Industries Co., Ltd [1] [2]	Oil seeds crushing & refining	People's Republic of China	100
Yihai Kerry (Anhui) Oils & Grains Industries Co., Ltd [1] [2]	Oil seeds crushing & refining	People's Republic of China	80
Held by Yihai Investment Co., Ltd.			
Heilongjiang Yihai Lifeng Oils & Grains Co., Ltd [1] [2]	Trading	People's Republic of China	100
Hebei Yihai Lifeng Oils & Grains Co., Ltd [1] [2]	Trading	People's Republic of China	100

(1) subsidiary companies
(2) In the process of incorporation

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 will be held at The Gallery, Level 2 Traders Hotel Singapore 1A Cuscaden Road, Singapore 249716 on 22 June 2007 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications, as an Ordinary Resolution:-

ORDINARY RESOLUTION – THE IPT ACQUISITIONS AND THE PROPOSED ISSUE OF CONSIDERATION SHARES

THAT the IPT Acquisitions and the Proposed Issue of Consideration Shares be and are hereby approved.

FURTHER THAT the Directors of Wilmar and each of them be and are hereby authorised and empowered to complete and do all such other acts and things, including executing any documents and amending or modifying the terms of any document as they or he may consider necessary, desirable or expedient in connection with or for the purposes of giving full effect to this Resolution as they or he think(s) fit in the interests of Wilmar.

All capitalised terms used in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular dated 7 June 2007 to Shareholders.

BY ORDER OF THE BOARD
Wilmar International Limited

Kuok Khoon Hong
Chairman and Chief Executive Officer
7 June 2007

Notes:-

(1) A member of Wilmar entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one proxy or two proxies (or in the case of a corporation, appoint its authorised representative or proxy) to attend and vote on his behalf. A proxy need not be a member of Wilmar.

(2) The instrument or form appointing a proxy, duly executed, must be deposited at the office of 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 holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.

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PROXY FORM

WILMAR INTERNATIONAL LIMITED

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

Important

1. For shareholders who have used their CPF monies to buy WILMAR INTERNATIONAL LIMITED shares, the 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.

I/We _____ (Name)

of _____ (Address)

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

Name	Address	NRIC/ Passport No.	Proportion of shareholdings to be represented by proxy (%)

*and/or delete as appropriate:

as *my/our *proxy/proxies to vote for *me/us on *my/our behalf and, if necessary, to demand a poll, at the Extraordinary General Meeting of the Company to be held at The Gallery, Level 2 Traders Hotel Singapore 1A Cuscaden Road, Singapore 249716 on 22 June 2007 at 3.00 p.m. 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 with an "X" in the spaces provided 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	For	Against
To approve the IPT Acquisitions and the Proposed Issue of Consideration Shares.		

All capitalised terms used in this Proxy Form which are not defined herein shall have the same meanings ascribed to them in the Circular dated 7 June 2007 to Shareholders.

Dated this _____ day of _____ 2007

Total Number of Shares Held

_____

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

* *Delete accordingly*

IMPORTANT Please read notes overleaf

PROXY FORM

Proxy 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. This 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 or duly authorised officer.

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. This 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 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.

Xpress
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