

Wilmar International Limited

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**Notice of Change in the Percentage Level of Substantial Shareholder's Interest
in Wilmar International Limited ("WIL")**

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PART I [Please complete this Part]

1. **Date of notice to issuer** : 21/8/2006
2. **Name of Substantial Shareholder** : Wilmar Holdings Pte Ltd
3. **Please tick one or more appropriate box(es)**
- ☐ a Director's (including a director who is a substantial shareholder) Interest and Change in Interest.
[Please complete Parts II and IV]
- ☐ a New Substantial Shareholder's Interest. [Please complete Parts II and IV]
- ☒ a Change in the Percentage Level of a Substantial Shareholder's Interest or Cessation of Interest.
[Please complete Parts III and IV]

PART II

1. **Date of change of interest** :
2. **Name of registered holder** :
3. **Circumstance(s) giving rise to the interest or change in interest** :
4. **Information relating to shares held in the name of the Registered Holder :-**

No. of shares held before the change	:	
As a percentage of issued share capital	:	
No. of shares which are the subject of this notice	:	
As a percentage of issued share capital	:	
Amount of consideration (excluding brokerage and stamp duties) per share paid or received	:	
No. of shares held after the change	:	
As a percentage of issued share capital	:	

PART III

1. **Date of change of interest** : 18/8/2006
2. **The change in the percentage level** : From 83.8% to 81.9%
3. **Circumstance(s) giving rise to the interest or change in interest** :

In connection with the offer and placement of 375,000,000 WIL shares, subject to an over-allotment option of 56,250,000 WIL shares ("Placement Exercise"), CIMB-GK Securities Pte. Ltd. (the "Over-Allotment and Stabilization Agent") has borrowed 56,250,000 WIL shares from Wilmar Holdings Pte Ltd ("WHPL"). A total of 431,250,000 WIL shares have been placed out at the close of the Placement Exercise. The Over-Allotment and Stabilization Agent has on 18 August 2006 exercised its over-allotment option to request WIL to allot and issue additional 56,250,000 new WIL shares for cash consideration of S\$0.80 per share for the purpose of returning the aforesaid shares to WHPL. Following the allotment of 56,250,000 new WIL shares, the total no. of issued and paid-up shares in WIL has increased from 2,476,555,000 to 2,532,805,000.

4. A statement of whether the change in the percentage level is the result of a transaction or a series of transactions.

The change in percentage level was due to the issue of additional 56,250,000 new WIL shares which resulted in a larger share capital base.

PART IV

1. Holdings of Substantial shareholder, including direct and deemed interest :-

		Direct	Deemed
No. of shares held before the change	:	2,075,000,000	0
As a percentage of issued share capital ^(Note:1)	:	83.8%	0.0%
No. of shares held after the change:	:	2,075,000,000	0
As a percentage of issued share capital ^(Note: 2)	:	81.9%	0.0%

Note 1: The percentages are computed based on 2,476,555,000 issued and paid-up shares BEFORE the allotment of 56,250,000 new shares in connection with the exercise of the over-allotment option

Note 2: The percentages are computed based on 2,532,805,000 issued and paid-up shares AFTER the allotment of 56,250,000 new shares in connection with the exercise of the over-allotment option