

[Print this page](#)**Miscellaneous**

\* Asterisks denote mandatory information

Name of Announcer *	WILMAR INTERNATIONAL LIMITED
Company Registration No.	199904785Z
Announcement submitted on behalf of	WILMAR INTERNATIONAL LIMITED
Announcement is submitted with respect to *	WILMAR INTERNATIONAL LIMITED
Announcement is submitted by *	COLIN TAN TIANG SOON
Designation *	COMPANY SECRETARY
Date & Time of Broadcast	26-Apr-2007 12:46:10
Announcement No.	00043

**>> Announcement Details**

The details of the announcement start here ...

Announcement Title \*

PRESENTATION AT EXTRAORDINARY GENERAL MEETING HELD ON 26 APRIL 2007

Description

Please refer to attachment.

CIMB-GK Securities Pte. Ltd. was the financial adviser to the Company in relation to the acquisition of the Wilmar Group.

**Attachments:** [Wilmar\\_Merger\\_EGM\\_Presentation\\_26Ap07.pdf](#)Total size = **568K**  
(2048K size limit recommended)[Close Window](#)

# WILMAR INTERNATIONAL LIMITED

## EGM PRESENTATION

26 APRIL 2007



**wilmar**  
We Invest • You Harvest

# Overview of the Merger



## Creation of one of Asia's leading agribusiness groups

- Wilmar will be one of the largest listed companies on the SGX-ST by market capitalisation after the KG Merger and IPT Acquisitions.

US\$2.7b KG Merger	US\$1.6b IPT Acquisitions
US\$1.1b acquisition of PPB Oil Palms Berhad (“ <b>PPBOP</b> ”) (“ <b>PPBOP Acquisition</b> ”)	
US\$1.6b acquisitions of:- <ul style="list-style-type: none"><li>- 100.0% stake in Kuok Oils &amp; Grains Pte Ltd (“<b>KOG</b>”) ; and</li><li>- 65.8% stake in PGEO Group Sdn Bhd (“<b>PGEO</b>”)</li></ul>	US\$1.6b acquisitions of the edible oils, oilseeds and grains and related businesses owned by WHPL, including interests held by ADM

Acquisition values are based on Wilmar's last transacted share price on 13 Dec 2006

# Rationale for the KG Merger and IPT Acquisitions

---

- **Create world's leading merchandiser and processor of palm oil.**
  - Combine processing and merchandising activities.
  - Significant presence in Malaysia and access to KOG's markets.
- **Expand oil palm acreage.**
  - Increase plantation landbank from 210,000 to 573,405 hectares.
  - Favourable outlook for palm oil prices.
- **Create a dominant processor and merchandiser of agricultural products in PRC.**
  - Largest oilseed crusher and edible oil refiner in PRC.
  - One of the largest merchandisers of consumer pack edible oils and manufacturer of specialty fats in PRC.
  - Great potential in PRC for quality agricultural products.

## Status Update

---

- All requisite regulatory approvals with regard to the KG Merger has been obtained
- Voluntary general offer for PPBOP has become unconditional on 24 April 2007 and the offer is scheduled to close on 8 May 2007
- IPT Acquisition – currently in progress

## Dispensation of Take-over Offer for Wilmar

---

- The SIC has granted the Kuok Group and its concert parties the dispensation subject to the following conditions:-
  - (a) that each of the ADM Group and WHPL:-
    - (i) submits to the SIC a written confirmation (the “**Relevant Confirmations**”) to the effect that it would not accept the offer which the Kuok Group would be obliged to make upon the issue of the Consideration Shares; and
    - (ii) states in the Relevant Confirmations the number of Wilmar Shares and the corresponding percentage of voting rights that it beneficially holds in Wilmar as of the date of the Relevant Confirmations;
  - (b) the Kuok Group and persons acting in concert with it are not to procure WHPL and the ADM Group to acquire voting rights in Wilmar on their behalf for the purpose of giving the Relevant Confirmations;

## Dispensation of Take-over Offer for Wilmar (cont.)

---

- (c) the Kuok Group and persons acting in concert with it are not to offer any consideration, promise or inducement to WHPL and the ADM Group in return for the Relevant Confirmations;
- (d) Wilmar Shareholders are given the full facts in any document addressed to them in connection with the VGO and the KG Merger, in particular, their giving up their right to a general offer to be made by the Kuok Group at not less than the highest price paid by the Kuok Group or any person acting in concert with it for voting rights in the Company during the offer period and within 6 months prior to the commencement of the offer; and
- (e) the Relevant Confirmations are submitted to SIC just before each issue of Consideration Shares to the Kuok Group that will cause the percentage of voting rights of Wilmar held by the Kuok Group to (i) increase to 30% or more; or (ii) increase by more than 1% in any 6-month period if the Kuok Group holds not less than 30% but not more than 50% of the voting rights of Wilmar at such time.



# The KOG and PGEO Acquisitions



## Information on KOG

---

- Principally engaged in processing and merchandising of oils and grains products.
- Leading edible oil consumer pack manufacturer and distributor in China. Its “Arawana” brand is the market leader in China.
- Oils and grains processing facilities located in China, Indonesia, Vietnam, Bangladesh, the Netherlands and Germany.

KOG	FY05	FY06
Net profit	US\$15.1m	US\$101.3m
NAV	US\$294.6m	US\$418.2m

## Information on PGEO

---

- Major edible oils refiner in Malaysia, principally involved in the manufacturing and sale of edible oils.
- 65.8% of PGEO owned by FFM Berhad, which is in turn 100% owned by PPB Group Bhd. Remaining 34.2% owned by PPBOP.
- One of the largest refining capacities in Malaysia with 6 refineries in Peninsula and East Malaysia, with a combined production capacity of approximately 4.7 million metric tonnes per annum.

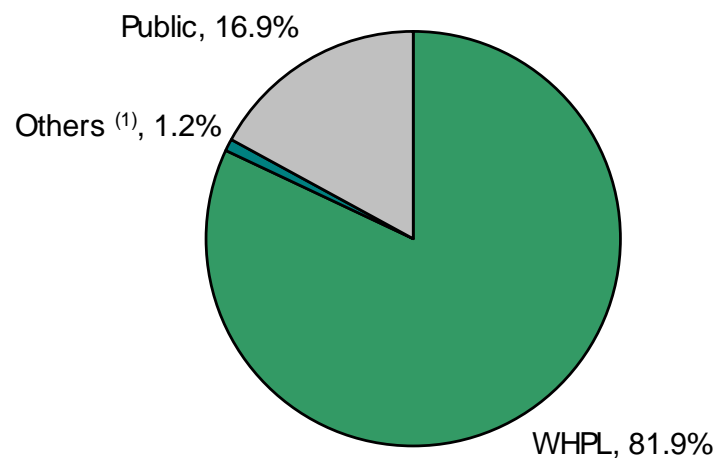
PGEO	FY05	FY06
Net profit	RM93.7m	RM112.8m
NAV	RM553.0m	RM624.1m

## Financial effects of the KOG and PGEO Acquisitions

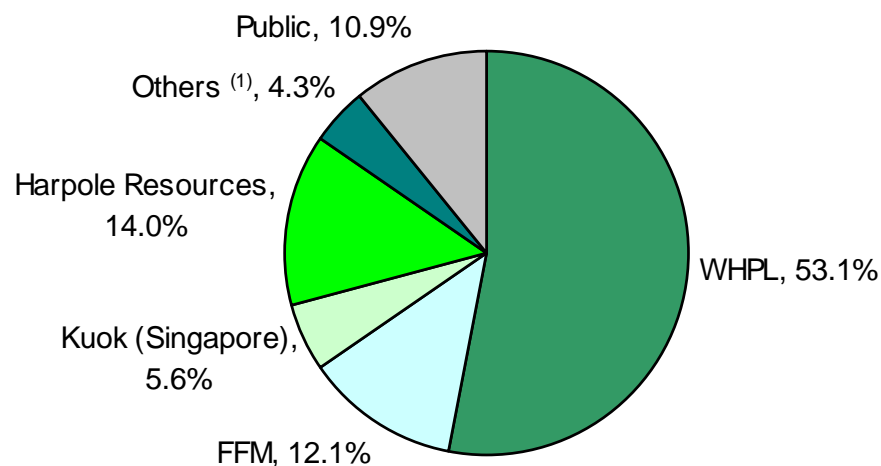
	Before	After
<b>FY2006</b>		
<b>Earnings</b>	<b>US\$104.6m</b>	<b>US\$226.1m</b>
<b>EPS</b>	<b>4.13 US cents</b>	<b>5.78 US cents</b>
<b>As at 31 December 2006</b>		
<b>Shares</b>	<b>2.5 billion</b>	<b>3.9 billion</b>
<b>NTA</b>	<b>US\$550.3m</b>	<b>US\$998.3m</b>
<b>NTA per share</b>	<b>21.73 US cents</b>	<b>25.52 US cents</b>
<b>Gross gearing</b>	<b>1.30 times</b>	<b>0.67 times</b>
<b>Net gearing</b>	<b>1.22 times</b>	<b>0.61 times</b>

# Shareholding Structure Post Acquisitions

## Pre-KOG & PGEO Acquisitions



## Post-KOG & PGEO Acquisitions



(1) Dalex Investments Limited, a Kuok Group company, held 29,250,000 Wilmar Shares before the Proposed KOG and PGEO Acquisitions. Immediately after the Proposed KOG and PGEO Acquisitions, Dalex, Greenacres Limited and Buxton will collectively hold 169,592,877 Wilmar Shares.

# Purpose of EGM



## Purpose of Today's EGM

- To obtain Wilmar shareholders' approval for the KOG and PGEO Acquisitions and issue an aggregate of 1,378,678,330 new Wilmar Shares as consideration for the KOG and PGEO Acquisitions.

US\$2.7b KG Merger	US\$1.6b IPT Acquisitions
US\$1.1b PPBOP Acquisition	US\$1.6b acquisitions of the edible oils, oilseeds and grains and related businesses owned by WHPL, including interests held by ADM
<b>US\$1.6b acquisitions of:-</b> <ul style="list-style-type: none"><li>- 100.0% stake in KOG; and</li><li>- 65.8% stake in PGEO</li></ul>	

## IMPORTANT NOTICE

Information in this presentation may contain projections and forward looking statements that reflect the Company's current views with respect to future events and financial performance. These views are based on current assumptions which are subject to various risks and which may change over time. No assurance can be given that future events will occur, that projections will be achieved, or that the Company's assumptions are correct. Actual results may differ materially from those projected.

This presentation does not constitute or form part of any opinion on any advice to sell, or any solicitation of any offer to purchase or subscribe for, any shares nor shall it or any part of it nor the fact of its presentation form the basis of, or be relied upon in connection with, any contract or investment decision.



# Thank You

