

EZYHEALTH ASIA PACIFIC LTD

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

ANNOUNCEMENT

- A. (i) The proposed acquisition by the Company of shares owned by Wilmar Holdings Pte Ltd in the Target Companies for a consideration of S\$1,290.0 million to be satisfied by the allotment and issue of 21,500,000,000 new Shares in the capital of the Company at S\$0.06 per new Share;
- (ii) The proposed disposal of the Company's existing business (in its entirety) to Nucourt Media Pte Ltd, which is owned by a Controlling Shareholder of the Company;
- (iii) The proposed allotment and issuance of 21,500,000,000 new Shares at S\$0.06 per new Share as consideration for the Proposed Acquisition;
- (iv) The proposed whitewash resolution for the waiver by the Independent Shareholders of their right to receive a mandatory general offer from Wilmar Holdings Pte Ltd (and parties acting in concert with it) for all the issued and paid-up Shares of the Company following the completion of the Proposed Acquisition;
- (v) The proposed consolidation of every ten (10) Shares into one (1) Consolidated Share;
- (vi) The proposed change of name of the Company from "Ezyhealth Asia Pacific Ltd" to "Wilmar International Limited"; and
- (vii) The proposed appointment of new directors of the Company.
- B. The proposed allotment and issuance of such number of Consolidated Shares representing up to 20.0% of the enlarged share capital of the Company following the completion of the Proposed Acquisition and the issue of such Consolidated Shares at a price to be determined at the absolute discretion of the Directors, for the purposes of meeting the shareholding spread and distribution requirements of the Listing Manual.
- C. The grant of a general mandate for the allotment and issuance of new Consolidated Shares.
- D. The proposed adoption of the Shareholders' Mandate for certain ongoing interested person transactions.
- E. The proposed change of auditors.

COMPLIANCE PLACEMENT

The Board of Directors of Ezyhealth Asia Pacific Ltd (the "**Company**") refers to the circular to the Shareholders dated 10 June 2006 (the "**Circular**"), and specifically to Sections 2.8 and 7 of the Circular, and to the proposed ordinary resolution 11 set out in the Notice of the EGM attached to the Circular. Terms used in this announcement that have not been defined bear the same meaning as ascribed to them in the Circular.

Sections 2.8 and 7 stipulate and explain that following the completion of the Proposed Acquisition, WHPL will own approximately 98.8% of the enlarged issued and paid-up share capital of the Company, with the balance 1.2% being held in the hands of public Shareholders. Under Rule 210(1)(a) of the Listing Manual, at least 12.0% of the issued share capital of the Company must be held in the hands of at least 1,000 public Shareholders in order for the Company to maintain its listing status. In order to meet the requirements under Rule 210(1)(a), WHPL has agreed and undertaken to place or procure the placement of such number of Consolidated Shares held by it (following completion of the Proposed Acquisition) and/or procure for the Company to issue such number of new Consolidated Shares to investors. The issue of new Consolidated Shares is subject to Shareholders' approval to be obtained at the EGM (please see proposed ordinary resolution 11).

Ordinary resolution 11 in the Notice of EGM seeks Shareholders' approval for the allotment and issuance of new Consolidated Shares at any time and upon such terms and conditions (including the placement price), but only for the purposes of the Compliance Placement, and to such persons as the directors shall in their absolute discretion deem fit, provided that the aggregate number of new Consolidated Shares to be issued pursuant to such authority (whether on a *pro-rata* basis to the then

existing Shareholders or otherwise) shall not exceed 20% of the Post-Acquisition issued share capital and, unless revoked or varied by the Shareholders in general meeting, such authority shall continue in full force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier. For this purpose, the "Post-Acquisition issued share capital" shall mean the enlarged issued and paid-up share capital after the Proposed Acquisition and the Consolidated Shares to be issued under the Compliance Placement.

In furtherance of proposed ordinary resolution 11, and in relation to Sections 2.8 and 7 of the Circular, the Company wishes to announce that the Compliance Placement will comprise at least 300,000,000 new Consolidated Shares to be issued by the Company (representing approximately 12.1% of the aggregate of the Post Acquisition issued share capital of 2,176,555,000 Consolidated Shares and the 300,000,000 new Consolidated Shares) to investors, subject always to the approval of all of the resolutions proposed in the Notice of the EGM.

The Company emphasizes that Shareholders or investors should NOT BE INDUCED TO SUBSCRIBE OR PURCHASE ANY SHARES IN THE COMPLIANCE PLACEMENT AS NO OFFER IS BEING HEREBY MADE. This announcement is SOLELY FOR THE PURPOSES OF CLARIFYING AND EXPLAINING THE PROPOSED STRUCTURE FOR THE COMPLIANCE PLACEMENT, IN THE CONTEXT OF PROPOSED ORDINARY RESOLUTION 11.

If all of the resolutions proposed in the Notice of the EGM are approved, an Offer Information Statement will be issued and registered in relation to the Compliance Placement and the new Consolidated Shares to be issued by the Company. Please refer to the Offer Information Statement to be issued at a later time. In the meanwhile, Shareholders are advised to refrain from taking any action in relation to the Compliance Placement (and the Shares to be issued or sold thereunder). Each Shareholder may have different investment objectives and considerations and should seek professional advice.

BOOKS CLOSURE DATE

The Board of Directors of the Company also refers to the indicative timetable of events set out on page 15 of the Circular (the "**Indicative Timetable**"). The Circular defines the Book Closure Date as the book closure date for the Proposed Share Consolidation and to determine Shareholders eligible for the payment (if any) under the value assurance as described in Section 4.4(d) of the Circular. The Indicative Timetable fixes this same date (for both events) on 14 July 2006 at 5.00pm.

The Company now wishes to announce that there will be separate book closure dates for (i) the Proposed Share Consolidation (the "**Share Consolidation Book Closure Date**") and (ii) to determine Shareholders eligible for the payment (if any) under the value assurance as described in Section 4.4(d) of the Circular (the "**Value Assurance Book Closure Date**"). **The Share Consolidation Book Closure Date will remain on 14 July 2006, 5.00pm, and the date for the Value Assurance Book Closure Date will be determined at a later stage and an appropriate announcement will be made through the SGXNET.**

The directors of the Company (including those who have been delegated supervision of this announcement) have collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, the facts stated and opinions expressed in this announcement are accurate and fair in all material respects as at the date hereof, and that there are no material facts the omission of which would make this announcement misleading.

BY ORDER OF THE BOARD

Yeo Wee Kiong
Non-Executive Chairman

28 June 2006
Singapore