



WILMAR INTERNATIONAL LIMITED

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

PROPOSED MERGER OF WILMAR INTERNATIONAL LIMITED WITH PPB OIL PALMS BERHAD (“PPBOB”), KUOK OILS & GRAINS PTE LTD (“KOG”) AND PGEO GROUP SDN BHD (“PGEO”)

The Board of Directors of Wilmar International Limited (“**Wilmar**” or the “**Company**”) refers to the announcement made by the Company on 14 December 2006 (the “**Announcement**”) in relation to the proposed merger with PPBOB, KOG and PGEO.

Unless otherwise defined, all terms used herein bear the meaning ascribed in the Announcement.

Wilmar had announced that assuming 100% acceptance of the VGO and after the KG Merger and the IPT Acquisitions, WHPL and the ADM Group of companies would own an aggregate of 55.2% of the issued share capital of the Company. The Kuok Group will own, directly and indirectly, approximately 31.0% of the issued share capital of the Company. Under such circumstances, pursuant to Rule 14 of the Singapore Code on Takeovers and Mergers, the Kuok Group and its concert parties will trigger an obligation to make a mandatory take-over offer to acquire all the voting shares of Wilmar not owned by them.

Wilmar wishes to announce that the Kuok Group had sought a dispensation from the Securities Industry Council (the “**SIC**”) for it and its concert parties from having to make a takeover offer for the Company. The SIC has today 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;
- (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.

A circular to shareholders pertaining to the proposed PPBOP acquisition by way of a voluntary general offer dated 1 March 2007 has been despatched to shareholders on the same day. An Extraordinary General Meeting ("EGM") will be held on 19 March 2007 in connection with the proposed PPBOP acquisition. Shareholders attending the coming EGM should take note of the above announcement, in particular, paragraph (d).

By Order of the Board
Wilmar International Limited

Colin Tan Tiang Soon
Company Secretary
15 March 2007

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