



WILMAR INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 1999047852)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Banyan Room, Lobby Level, Shangri-La Hotel, 22 Orange Grove Road, Singapore 258350 on Thursday, 26 April 2007 at 10.00 am for the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the year ended 31 December 2006 and the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To approve the Directors' fees of S\$150,000 for the year ended 31 December 2006. (Resolution 2)
3. To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association:
 - (a) Mr Leong Horn Kee (Retiring under Article 104) (Resolution 3)
 - (b) Mr Martua Sitorus (Retiring under Article 108) (Resolution 4)
 - (c) Mr Teo Kim Yong (Retiring under Article 108) (Resolution 5)
 - (d) Mr Yeo Teng Yang⁽ⁱ⁾ (Retiring under Article 108) (Resolution 6)
 - (e) Mr Tay Kah Chye⁽ⁱⁱ⁾ (Retiring under Article 108) (Resolution 7)
 - (f) Mr Kwah Thiam Hock⁽ⁱⁱⁱ⁾ (Retiring under Article 108) (Resolution 8)
 - (g) Mr William Henry Camp^(iv) (Retiring under Article 108) (Resolution 9)
 - (i) Mr Yeo Teng Yang will, upon re-election as a Director of the Company, remain as member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited.
 - (ii) Mr Tay Kah Chye will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited.
 - (iii) Mr Kwah Thiam Hock will, upon re-election as a Director of the Company, remain as member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited.
 - (iv) Mr Yu Hung Yen, Stephen will continue to remain as an Alternate Director to Mr William Henry Camp upon the re-election of Mr Camp as a Director of the Company.
4. To re-appoint Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 10)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:

5. Renewal of Shareholders' Mandate for Interested Person Transactions

That:

- (a) approval be and is hereby given, for the renewal of the mandate for the purposes of Chapter 9 of the Listing Manual of Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies (within the meaning of the said Chapter 9) or any of them to enter into transactions falling within the categories of Interested Person Transactions as set out in the Company's Addendum to Shareholders dated 10 April 2007 (being an addendum to the Annual Report of the Company for the financial year ended 31 December 2006 (the "Addendum")), with any party who is of the class or classes of Interested Persons described in the Addendum, provided that such transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders and are in accordance with the procedures as set out in the Addendum (the "IPT Mandate");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier; and
- (c) the Directors of the Company and/or any of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution. (See Explanatory Note 1)

(Resolution 11)

6. Authority to allot and issue shares in the capital of the Company

That, pursuant to Section 161 of the Companies Act, Chapter 50 and the listing rules of Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit.
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that
 - (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the issued shares in the capital of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued shares in the capital of the Company, and for the purpose of this resolution, the percentage of issued shares shall be based on the number of issued shares in the capital of the Company at the time this resolution is passed, after adjusting for:
 - (1) new shares arising from the conversion or exercise of convertible securities that may be approved by shareholders from time to time;
 - (2) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed; and
 - (3) any subsequent consolidation or subdivision of the Company's shares; and
 - (ii) the authority conferred by this resolution shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required of the Company by law to be held, whichever is the earlier. (See Explanatory Note 2)

(Resolution 12)

7. Authority to grant options and issue shares under the Executives' Share Option Scheme of the Company

That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Executives' Share Option Scheme of the Company (the "Share Scheme") and, pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Share Scheme, provided that the aggregate number of shares to be issued pursuant to the Share Scheme shall not exceed 15% of the issued shares in the capital of the Company from time to time, as determined in accordance with the provisions of the Share Scheme. (See Explanatory Note 3)

(Resolution 13)

By Order of the Board
Colin Tan Tiang Soon
Company Secretary

Singapore
10 April 2007

Explanatory Notes:

1. The Ordinary Resolution 11 proposed in item no. 5 above, if passed, will renew effective up to the next Annual General Meeting (unless earlier revoked or varied by the Company in general meeting) the IPT Mandate for the Company, its subsidiaries and associated companies that are considered "entities at risk" to enter in the ordinary course of business into certain types of transactions with specified classes of the Company's interested persons. The IPT Mandate, approval of which was previously given by shareholders at the Extraordinary General Meeting of the Company held on 7 July 2006, will be expiring at the forthcoming Annual General Meeting. Information relating to the renewal of the IPT Mandate can be found in the Addendum to this Notice.
2. The Ordinary Resolution 12 proposed in item no. 6 above, if passed, will authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the issued shares in the capital of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the issued shares in the capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
3. The Ordinary Resolution 13 proposed in item no. 7 above, if passed, will empower the Directors of the Company to offer and grant options under the Executives' Share Option Scheme ("Share Scheme") and to allot and issue shares pursuant to the exercise of such options under the Share Scheme.

Notes:

1. A Member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead.
2. A proxy need not be a Member of the Company.
3. If the appointor is a corporation, the proxy, must be executed under seal or the hand of its duly authorised officer or attorney.
4. 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 the Meeting.