WILMAR INTERNATIONAL LIMITED

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

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 Tuesday 29 April 2008 at 3.00 p.m. for the following businesses:

AS ORDINARY BUSINESS

1) To receive and adopt the Audited Accounts for the year ended 31 December 2007 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**

2) To approve the payment of a final tax exempt (one-tier) dividend of S$0.026 per ordinary share for the year ended 31 December 2007. **(Resolution 2)**

3) To approve the payment of Directors' fees of S$360,000 for the year ended 31 December 2007 (2006: S$150,000[i]). **(Resolution 3)**

   (i) Fees for 2006 were paid to four directors of whom three were appointed on 14 July 2006.

4) To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association:

   (a) Mr Martua Sitorus (Retiring under Article 104) **(Resolution 4)**
   (b) Mr Chua Phuay Hee (Retiring under Article 104) **(Resolution 5)**
   (c) Mr Teo Kim Yong (Retiring under Article 104) **(Resolution 6)**
   (d) Mr Kwok Kian Hai (Retiring under Article 108) **(Resolution 7)**
   (e) Mr Lee Hock Kuan (Retiring under Article 108) **(Resolution 8)**
   (f) Mr Kuok Khoon Ean[ii] (Retiring under Article 108) **(Resolution 9)**
   (g) Mr John Daniel Rice (Retiring under Article 108) **(Resolution 10)**

   (ii) Mr Kuok Khoon Ean will, upon re-election as a Director of the Company, remain as a member of the Remuneration Committee.

5) To re-appoint Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 11)**

AS SPECIAL BUSINESS

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

6) **Renewal of 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 14 April 2008 (being an addendum to the Annual Report of the Company for the financial year ended 31 December 2007 (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 12)**

7) **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 the 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, while the authority conferred by shareholders was in force, in accordance with the terms of issue of such Instruments, (notwithstanding that such authority conferred by shareholders may have ceased to be in force);

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; and

(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 or any additional Instrument referred to in (a)(iii) above

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 (excluding treasury 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 (excluding treasury shares) in the capital of the Company, and for the purpose of this resolution, the percentage of the issued shares shall be based on the number of issued shares (excluding treasury 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 have been approved or 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/or

(3) any subsequent bonus issue, 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 by law to be held, whichever is the earlier. (See Explanatory Note 2) **(Resolution 13)**

8) **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 (while the authority conferred by this Resolution is in force) under the Share Scheme, notwithstanding that the authority conferred by this Resolution may have ceased to be in force, provided that the aggregate number of shares to be issued pursuant to the Share Scheme shall not exceed 15% of the issued shares of 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 14)**

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE is also hereby given that the Transfer Register and Register of Members of the Company will be closed from 8 May 2008, 5.00 p.m. to 9 May 2008, both dates inclusive, for the purpose of determining shareholders' entitlement to the Company's final tax exempt (one-tier) dividend of S$0.026 per ordinary share for the financial year ended 31 December 2007 (the "Proposed Dividend").

Duly completed registrable transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services of 8 Cross Street #11-00 PWC Building Singapore 048424 up to 5.00 p.m. on 8 May 2008 will be registered to determine shareholders' entitlement to the Proposed Dividend. The Proposed Dividend, if approved at the Annual General Meeting to be held on 29 April 2008, will be paid on 21 May 2008.

Depositors whose securities accounts with The Central Depository (Pte) Limited are credited with the Company's shares as at 5.00 p.m. on 8 May 2008 will be entitled to the Proposed Dividend.

By Order of the Board
Colin Tan Tiang Soon
Company Secretary
Singapore
14 April 2008

Explanatory Notes:

1 The Ordinary Resolution 12 proposed in item no. 6 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, the renewal of which was approved by shareholders at the last Annual General Meeting of the Company held on 26 April 2007, 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 the Company's Annual Report 2007.

2 The Ordinary Resolution 13 proposed in item no. 7, 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 (excluding treasury 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 (excluding treasury 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 14 proposed in item no. 8 above, if passed, will empower the Directors of the Company to offer and grant options under the Executives' Share Option Scheme (the "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 appointer 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.