



# wilmar

## WILMAR INTERNATIONAL LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Wilmar International Limited (the "Company") will be held at The Gallery, Level 2 Traders Hotel Singapore, 1A Cuscaden Road, Singapore 249716 on 2 October 2009 at 10.00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions as Ordinary Resolutions:-

#### ORDINARY RESOLUTIONS:-

**1. THE POSSIBLE MATERIAL DILUTION OF 20% OR MORE OF THE COMPANY'S SHAREHOLDING INTEREST IN WILMAR CHINA**

That:-

- (a) subject to the grant by the HKEX and the relevant regulatory authority of approval for the IPO and Listing of Wilmar China, which will be a principal subsidiary of the Company, and the listing of and permission to deal in Wilmar China Shares in issue and to be issued by Wilmar China on the Main Board of the HKEX, approval be and is hereby given for a material dilution of 20% or more of the Company's shareholding interest in Wilmar China resulting from the issue by Wilmar China of the new Wilmar China Shares in connection with the IPO and Listing; and
- (b) the directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

**2. THE POSSIBLE DISPOSAL OF PART OF THE COMPANY'S SHAREHOLDING INTEREST IN WILMAR CHINA**

That:-

- (a) subject to the grant by the HKEX and the relevant regulatory authority of approval for the IPO and Listing of Wilmar China, which will be a principal subsidiary of the Company, and the listing of and permission to deal in Wilmar China Shares in issue and to be issued by Wilmar China on the Main Board of the HKEX, approval be and is hereby given for the Possible Disposal by the Company, on the terms and conditions set out in the Circular and such other terms and conditions as the directors may deem fit in the interest of the Company; and
- (b) the directors of the Company or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 17 September 2009.

BY ORDER OF THE BOARD  
WILMAR INTERNATIONAL LIMITED

Kuok Khoo Hong  
Chairman and Chief Executive Officer

17 September 2009

#### Notes:-

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one proxy or two proxies to attend and vote in his stead, save that no such limit shall be imposed on the number of proxies appointed by members which are nominee companies.
2. A proxy need not be a member of the Company.
3. If the appointor is a corporation, the proxy form must be executed under seal or the hand of its attorney or officer duly authorised.
4. The instrument or form appointing a proxy, duly executed, must be deposited at the office of the Company's registrar, 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 holding of the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.