

NOTICE OF ANNUAL GENERAL MEETING

WILMAR INTERNATIONAL LIMITED

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be convened and held at Level 1, Auditorium, 28 Biopolis Road, Wilmar International, Singapore 138568 and by way of electronic means on Thursday, 21 April 2022 at 10.00 a.m. (Singapore time) ("**AGM**") to transact the following business:

AS ORDINARY BUSINESS

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

1. To receive and adopt the Directors' Statement, Audited Financial Statements and the Auditor's Report for the financial year ended 31 December 2021. (Resolution 1)
2. To declare a final dividend of S\$0.105 per ordinary share for the financial year ended 31 December 2021. (Resolution 2)
3. To approve the payment of Directors' fees of S\$1,035,396 for the financial year ended 31 December 2021 (2020: S\$1,040,000).
(See Explanatory Note 1) (Resolution 3)
4. To re-elect the following Directors pursuant to the Constitution of the Company (the "**Constitution**"):

Retiring by rotation under Article 105 of the Constitution

 - (a) Ms Teo La-Mei (Resolution 4)
 - (b) Mr Raymond Guy Young (Resolution 5)
 - (c) Mr Teo Siong Seng (Resolution 6)
 - (d) Mr Soh Gim Teik (Resolution 7)

Retiring by rotation under Article 106 of the Constitution

 - (e) Dr Chong Yoke Sin (Resolution 8)

(See Explanatory Note 2)
5. To re-appoint Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. (Resolution 9)

AS SPECIAL BUSINESS

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

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

That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**"), and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Listing Manual**"), approval be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

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- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue (as well as adjustments to) of securities, warrants, debentures or other instruments convertible into Shares,

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) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force (notwithstanding that such authority conferred by this resolution may have ceased to be 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 total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (I) above, the percentage of the issued Shares is based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution after adjusting for:
 - (i) any new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) any new Shares arising from the exercise of any share options or vesting of share awards which were issued and are outstanding or subsisting at the time of passing of this resolution; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares,

and, in sub-paragraph (I) above and this sub-paragraph (II), "subsidiary holdings" has the meaning given to it in the Listing Manual;

- (III) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being; and
- (IV) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company, 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 3)

(Resolution 10)

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7. Authority to grant options and issue and allot shares under Wilmar Executives Share Option Scheme 2019

That authority be and is hereby given to the Directors of the Company to:

- (a) offer and grant share options from time to time in accordance with the provisions of the Wilmar Executives Share Option Scheme 2019 of the Company ("**Wilmar ESOS 2019**"); and
- (b) issue and allot 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 the share options granted or to be granted under the Wilmar ESOS 2019,

provided always that the aggregate number of Shares to be issued, when added to the number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferable in respect of the share options granted under the Wilmar ESOS 2019 and in respect of any other share-based incentive schemes of the Company, then in force, shall not exceed 5% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual)) from time to time.

(See Explanatory Note 4)

(Resolution 11)

8. Renewal of Interested Person Transactions Mandate

That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual, for the Company, its subsidiaries and associated companies (within the meaning of the said Chapter 9) that are "entities at risk", or any of them to enter into any of the transactions falling within the categories of interested person transactions described in the Company's Letter to Shareholders dated 30 March 2022 (the "**Letter to Shareholders**"), with any party who is of the class or classes of Interested Persons described in the Letter to Shareholders, 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 in accordance with the review procedures described in the Letter to Shareholders (the "**IPT Mandate**");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, whichever is 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/she 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 5)

(Resolution 12)

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9. Renewal of Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Share Purchase Committee of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Share Purchase Committee from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) on-market purchases (each an **"On-Market Share Purchase"**) on the SGX-ST; and/or
 - (ii) off-market purchases (each an **"Off-Market Share Purchase"**) if effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Share Purchase Committee as it may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST, be and is hereby authorised and approved generally and unconditionally (the **"Share Purchase Mandate"**);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Share Purchase Committee pursuant to the Share Purchase Mandate may be exercised by the Share Purchase Committee at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held;
 - (ii) the date by which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the date on which the purchases of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this resolution:-

"Average Closing Price" means the average of the closing market prices of a Share over the last 5 market days on which transactions in the Shares were recorded, before the day on which the On-Market Share Purchase was made, or as the case may be, the date of the making of the offer for an Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day of the On-Market Share Purchase or, as the case may be, the date of the making of the offer for an Off-Market Share Purchase;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

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"Maximum Limit" means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual)) as at the date of the passing of this resolution;

"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price; and
 - (ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price; and
- (d) the Directors of the Company and/or each 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/she may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

All capitalised terms used in this resolution which are not defined herein shall have the same meaning ascribed to them in the Letter to Shareholders.

(See *Explanatory Note 6*)

(Resolution 13)

NOTICE OF RECORD DATE AND PAYMENT DATE FOR THE PROPOSED FINAL DIVIDEND

NOTICE IS HEREBY GIVEN that the Share Transfer Register and Register of Members of the Company will be closed on 28 April 2022 for the purposes of determining shareholders' entitlements to the proposed final dividend of S\$0.105 per ordinary share for the financial year ended 31 December 2021 (the "**Proposed Dividend**").

Duly completed and stamped transfers in respect of ordinary shares not registered in the name of The Central Depository (Pte) Limited, together with all relevant documents of title thereto, received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on 27 April 2022 will be registered to determine shareholders' entitlement to the Proposed Dividend.

Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with the Company's ordinary shares as at 5.00 p.m. on 27 April 2022 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved by shareholders at the Company's AGM will be paid on 6 May 2022.

By Order of the Board

Teo La-Mei
Director and Company Secretary

Singapore
30 March 2022

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IMPORTANT INFORMATION:

- The AGM is being convened, and will be held physically at Level 1, Auditorium, 28 Biopolis Road, Wilmar International, Singapore 138568 (pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020) ("**Physical Meeting**") and by electronic means (pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020) ("**Virtual Meeting**").
- Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be disseminated by electronic means via publication on the Company's website at the URL <https://ir-media.wilmar-international.com/shareholders-meetings/>, and will also be made available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
- Shareholders of the Company ("**Shareholders**", including proxy(ies) where applicable) should take note of the following arrangements for the conduct of the AGM on 21 April 2022:

(a) **Attendance**

Due to current COVID-19 restrictions, the Company will restrict the number of attendees at the Physical Meeting with reference to applicable Ministry of Health ("**MOH**") advisories and safe-distancing guidelines.

The key dates for the AGM are summarised below:-

Key Dates	Virtual Meeting	Physical Meeting
	Proceedings of the AGM will be broadcast through live audio-visual and audio-only feeds (" Live Webcast ").	The AGM will be held at Level 1, Auditorium, 28 Biopolis Road, Wilmar International, Singapore 138568.
30 Mar 2022 (Wed) 10.00 a.m.	All Shareholders*, proxy(ies), Central Provident Fund (" CPF ") and Supplementary Retirement Scheme (" SRS ") investors may begin to pre-register online at the URL: https://conveneagm.sg/wilmar2022agm	
7 Apr 2022 (Thu) 10.00 a.m.	Deadline for Shareholders*, proxy(ies), CPF and SRS investors to submit questions in advance of the AGM.	
11 Apr 2022 (Mon) 5.00 p.m.	Deadline for CPF or SRS investors who wish to appoint Chairman of the Meeting as proxy to vote on their behalf at the AGM should approach their respective CPF Agent Banks or SRS Operators to submit their votes.	
On or before 14 Apr 2022 (Thu)	The Company will publish its responses to the questions which were submitted by 7 April 2022 on SGXNET and the Company's corporate website.	

- * Persons who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), other than CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via the Live Webcast; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

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Key Dates	Virtual Meeting	Physical Meeting
18 Apr 2022 (Mon) 10.00 a.m.	<p>Deadline for the submission of Proxy Form</p> <p><u>Deadline for pre-registration for attendees of Virtual Meeting</u></p> <p>All Shareholders to pre-register online at the URL: https://conveneagm.sg/wilmar2022agm by 10.00 a.m. on 18 April 2022 for verification purposes.</p> <p>Shareholders who are appointing proxy(ies) to attend the Virtual Meeting should inform his/her proxy(ies) to pre-register at the URL: https://conveneagm.sg/wilmar2022agm not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on 18 April 2022), failing which the appointment shall be invalid.</p>	<p>Deadline for the submission of Proxy Form</p> <p><u>Deadline for pre-registration for attendees of Physical Meeting</u></p> <p>All Shareholders to pre-register online at the URL: https://conveneagm.sg/wilmar2022agm by 10.00 a.m. on 18 April 2022 for verification purposes.</p> <p>Due to limited number of attendees at the AGM venue in compliance with the MOH advisories, the Company reserves the right to limit authenticated Shareholders for attendance at the AGM venue.</p> <p>Shareholders who are appointing proxy(ies) to attend the Physical Meeting on his/her behalf should inform his/her proxy(ies) to pre-register and specify his/her intention to attend the Physical Meeting at the URL: https://conveneagm.sg/wilmar2022agm not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on 18 April 2022), failing which the appointment shall be invalid.</p>
19 Apr 2022 (Tue)	<p>Following verification, the Company will provide authenticated Shareholders and proxy(ies) with a confirmation email by 19 April 2022 ("Confirmation Email for Virtual Meeting") via the email address provided during pre-registration or as indicated in the Proxy Form to access the Live Webcast of the AGM proceedings via the login credentials created during pre-registration or login with their Singpass account.</p> <p>Shareholders who have registered by 10.00 a.m. on 18 April 2022 but have not received the Confirmation Email for Virtual Meeting by 19 April 2022, please contact the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) (the "Share Registrar") at +65 6236 3550 or +65 6236 3555 or email to: is.WilmarAGM@sg.tricorglobal.com.</p>	<p>Authenticated Shareholders and proxy(ies) who are successful in the pre-registration to attend the Physical Meeting will receive a confirmation email by 19 April 2022 ("Confirmation Email for Physical Meeting") via the email address provided during pre-registration or as indicated in the Proxy Form.</p> <p>Shareholders who are unsuccessful in the pre-registration to attend the Physical Meeting will receive a Confirmation Email for Virtual Meeting by 19 April 2022 to attend the Live Webcast of the AGM proceeding via the login credentials created during pre-registration or login with their Singpass account.</p> <p>Shareholders who have registered by 10.00 a.m. on 18 April 2022 but have not received the Confirmation Email for Physical Meeting or the Confirmation Email for Virtual Meeting, as the case may be, by 19 April 2022, please contact the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) (the "Share Registrar") at +65 6236 3550 or +65 6236 3555 or email to: is.WilmarAGM@sg.tricorglobal.com.</p>
<p>Date and time of AGM 21 Apr 2022 (Thu) 10.00 a.m.</p>	<p>Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the Confirmation Email for Virtual Meeting or credentials to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.</p>	<p>Details as set out in the Confirmation Email for Physical Meeting.</p>

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(b) **Questions Relating to the Agenda of the AGM**

(i) **Submitting questions in advance of the AGM:**

Shareholders may submit questions relating to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM. In order to do so, their questions must be submitted in the following manner by 10.00 a.m. on 7 April 2022:

- (a) if submitted electronically, be submitted via the Company's pre-registration website at the URL <https://conveneagm.sg/wilmar2022agm>;
- (b) if submitted by email, be submitted to the Company's Share Registrar at is.WilmarAGM@sg.tricorglobal.com; or
- (c) if submitted by post, be sent to the Company's Share Registrar at 80 Robinson Road, #11-02, Singapore 068898.

When sending in questions via email or by post, please also provide the following details:

- (i) the Shareholder's full name;
- (ii) the Shareholder's address; and
- (iii) the manner in which the Shareholder holds shares in the Company (e.g., via The Central Depository (Pte) Limited, scrip, CPF or SRS).

The Company will publish the responses to the substantial and relevant questions on or before 14 April 2022 on SGXNET and the Company's corporate website. After the cut-off time for the submission of questions, if there are subsequent clarifications sought, or follow-up questions, these may be addressed at the AGM.

(ii) **Submitting questions during the AGM:**

Virtual Meeting

Shareholders and proxy(ies) who pre-registered and are verified to attend the Virtual Meeting will be able to ask questions relating to the agenda of the AGM during the AGM by:

Submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.

Physical Meeting

Authenticated Shareholders and proxy(ies) attending the Physical Meeting will be able to ask questions in person at the AGM venue.

Authenticated Shareholders and proxy(ies) attending the Physical Meeting will also be able to ask questions relating to the agenda of the AGM during the AGM by submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.

- (iii) Where there are substantially similar questions submitted, the Company will consolidate these questions. As such, not all questions may be individually addressed.

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(c) **Voting**

Live voting will be conducted during the AGM for Shareholders and proxy(ies) attending the Physical Meeting and Virtual Meeting. It is important for Shareholders and proxy(ies) to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting.

Shareholders and proxy(ies) will be required to log-in via the email address provided during pre-registration or as indicated in the Proxy Form.

- (i) **Live Voting:** Shareholders and proxy(ies) may cast their votes in real time for each resolution to be tabled via the Live Webcast via the login credentials created during pre-registration or via their Singpass account. Shareholders and proxy(ies) attending the Physical Meeting will have the opportunity to cast their votes via the live voting feature. Shareholders and proxy(ies) must bring a web-browser enabled device to the Physical Meeting in order to cast their votes.
- (ii) **Voting via appointing Proxy:** A Shareholder (other than a relevant intermediary as defined by Section 181 of the Companies Act) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such Shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

Persons who hold the Company's share(s) through relevant intermediaries, including CPF and SRS investors, should not use the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions, submit questions ahead of the AGM and/or participate in the AGM. CPF/SRS investors should approach their respective CPF Agent Banks/SRS Operators at least seven (7) working days before the AGM (i.e. by 11 April 2022) if they wish to be appointed as proxies for the AGM.

In appointing the proxy(ies), a Shareholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the proxy(ies) may vote or abstain from voting at their discretion.

The Proxy Form must be submitted in the following manner:

- (a) if submitted electronically, be submitted via the Company's pre-registration website at the URL: <https://conveneagm.sg/wilmar2022agm>;
- (b) if submitted via email, be submitted to the Company's Share Registrar at is.WilmarAGM@sg.tricorglobal.com; or
- (c) if submitted by post, be sent to the office of the Company's Share Registrar at 80 Robinson Road, #11-02, Singapore 068898,

in any case, by 10.00 a.m. on 18 April 2022, being **seventy-two (72) hours** before the time appointed for holding the AGM.

A member who wishes to submit a Proxy Form via email or by post must first download, complete and sign the Proxy Form, before scanning and sending it by email to the email address provided above, or before sending it by post to the address provided above.

- (iii) **In view of the Covid-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via the pre-registration website or email.**

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(d) **Access to documents or information relating to the AGM**

- (i) The Company's Annual Report for the financial year ended 31 December 2021 ("**Annual Report 2021**") has been published on the Company's corporate website at the URL: <https://ir-media.wilmar-international.com/shareholders-meetings/> and on SGXNET.
- (ii) All other documents and information relating to the business of the AGM (including the Proxy Form and the Letter to Shareholders) have been published on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <https://ir-media.wilmar-international.com/shareholders-meetings/>.

Printed copies will not be sent to Shareholders.

(e) **Precautionary measures to minimise the risk of COVID-19**

The following steps will be taken for Shareholders and others attending the AGM to help minimise the risk of community spread of the virus:

1. All attendees attending the Physical Meeting will be required to check-in using SafeEntry before entering the AGM venue and will be subject to Vaccination-Differentiated Safe Management Measures.
2. All persons attending the Physical Meeting will be required to wear face masks.
3. All attendees must maintain at least 1 metre safe distancing between individual attendees. Seats will be spaced at least 1 metre apart.
4. Shareholders and proxy(ies) who received the Confirmation Email for Physical Meeting but who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting.
5. Shareholders and proxy(ies) who received the Confirmation Email for Physical Meeting are also advised to arrive at the Physical Meeting early, as the measures mentioned above may cause delay in the registration process.

The Company seeks the understanding and co-operation of all Shareholders and proxy(ies) to safeguard public health and safety and minimise the risk of community spread of the COVID-19 virus.

(f) **Other notes**

1. No food or beverage will be served at the AGM.
2. As parking at the AGM venue is extremely limited, Shareholders attending the Physical Meeting are encouraged to take the MRT to the nearest station at "One-North" along the Circle Line. If driving, Shareholders will need to find parking at nearby buildings.

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EXPLANATORY NOTES:

1. The Ordinary Resolution 3 proposed in item no. 3 is to approve the payment of Directors' fees of S\$1,035,396 for the financial year ended 31 December 2021 for services rendered by non-executive Directors. The amount of the proposed Directors' fees is based on the same fee structure as that for the financial year ended 31 December 2020.

Information on the fee structure can be found in the "Corporate Governance" section of the Company's Annual Report 2021.

2. The Ordinary Resolutions 4 to 8 proposed in item nos. 4 (a) to (e) are to approve the re-election of Directors:
 - (a) in relation to Ordinary Resolution 4, Ms Teo La-Mei is considered an executive and non-independent Director;
 - (b) in relation to Ordinary Resolution 5, Mr Raymond Guy Young is considered a non-executive and non-independent Director;
 - (c) in relation to Ordinary Resolution 6, Mr Teo Siong Seng is considered a non-executive and independent Director;
 - (d) in relation to Ordinary Resolution 7, Mr Soh Gim Teik is considered a non-executive and independent Director; and
 - (e) in relation to Ordinary Resolution 8, Dr Chong Yoke Sin is considered a non-executive and independent Director.

Please refer to the "Supplemental Information on Directors Seeking Re-election" section of the Company's Annual Report 2021 for information relating to Ms Teo, Mr Young, Mr Teo, Mr Soh and Dr Chong as set out in Appendix 7.4.1 of the Listing Manual respectively.

3. The Ordinary Resolution 10 proposed in item no. 6, if passed, will empower the Directors of the Company from the date of the AGM until the next annual general meeting to issue Shares and to make or grant instruments (such as securities, warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments. The aggregate number of Shares which the Directors may issue (including Shares to be issued pursuant to convertible instruments) must not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 10% may be issued other than on a *pro rata* basis. The aggregate number of Shares which may be issued shall be based on the total number of issued Shares at the time that Ordinary Resolution 10 is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 10 is passed, and any subsequent bonus issue or consolidation or subdivision of Shares. This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.
4. The Ordinary Resolution 11 proposed in item no. 7, if passed, will empower the Directors of the Company from the date of the AGM until the next annual general meeting to offer and grant share options under the Wilmar ESOS 2019 and to issue and allot Shares pursuant to the exercise of such share options under the aforesaid option scheme, provided that the aggregate number of Shares to be issued, when added to the number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferable in respect of the share options granted under the Wilmar ESOS 2019 and in respect of any other share-based incentive schemes of the Company, if any, shall not exceed 5% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time. This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

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5. The Ordinary Resolution 12 proposed in item no. 8, if passed, will renew the IPT Mandate for the Company, its subsidiaries and associated companies that are "entities at risk" to enter into certain types of transactions with specified classes of the Interested Persons set out in the Letter to Shareholders until the date of the next annual general meeting of the Company unless such authority is earlier revoked or varied by the Company in general meeting. More details relating to the renewal of the IPT Mandate can be found in the Letter to Shareholders.
6. The Ordinary Resolution 13 proposed in item no. 9, if passed, will empower the Share Purchase Committee of the Company to purchase up to 10% of its Shares at the Maximum Price until the date of the next annual general meeting of the Company unless such authority is earlier revoked or varied by the Company in a general meeting. The rationale for the authority and limitation on the sources of funds to be used for the purchase, including the amount of financing and the financial effects of the purchase of Shares by the Company pursuant to the Share Purchase Mandate are set out in the Letter to Shareholders.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the proxy(ies) and representative(s) for the AGM (including any adjournment thereof) and the preparation, compilation and publication (where relevant) of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulators and/or guidelines.