

DIRECTORS' STATEMENT

The Directors are pleased to present their statement to the members together with the audited consolidated financial statements of Wilmar International Limited (the "Company" or "Wilmar") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2021.

OPINION OF THE DIRECTORS

In the opinion of the Directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

The Directors of the Company in office at the date of this statement are:

KUOK Khoon Hong
PUA Seck Guan
TEO La-Mei
KUOK Khoon Ean
KUOK Khoon Hua
Raymond Guy YOUNG
LIM Siong Guan
TAY Kah Chye
KWAH Thiam Hock
Kishore MAHBUBANI
TEO Siong Seng
SOH Gim Teik
CHONG Yoke Sin (appointed on 7 May 2021)
Juan Ricardo LUCIANO is alternate to Raymond Guy YOUNG

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Except as disclosed in this statement, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose object is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The following Directors, who held office at the end of the financial year, had, according to the Register of Directors' Shareholdings, required to be kept under Section 164 of the Singapore Companies Act 1967 (the "Act"), an interest in shares and share options of the Company and its related corporations as stated below:

Name of Director	Direct Interest			Deemed Interest		
	As at 1.1.2021	As at 31.12.2021	As at 21.01.2022	As at 1.1.2021	As at 31.12.2021	As at 21.01.2022
The Company						
<i>(Ordinary Shares)</i>						
Kuok Khoon Hong	1,990,000	2,500,000	2,500,000	807,307,435	805,307,435	805,307,435
Pua Seck Guan	–	–	–	860,000	860,000	860,000
Teo La-Mei	1,197,000	1,452,000	1,452,000	–	–	–
Kuok Khoon Ean	400,000	400,000	400,000	55,667,479	59,942,479	59,942,479
Kuok Khoon Hua	680,000	1,017,021	1,017,021	54,946,021	58,884,000	58,884,000
Tay Kah Chye	200,000	100,000	100,000	200,000	300,000	300,000
Kwah Thiam Hock	300,000	300,000	300,000	200,000	200,000	200,000
Kishore Mahbubani	–	–	–	10,000	510,000	510,000
Teo Siong Seng	20,000	20,000	20,000	–	–	–
<i>(Share options exercisable at S\$3.04 per share)</i>						
Kuok Khoon Hong	510,000	–	–	–	–	–
Pua Seck Guan	340,000	340,000	340,000	–	–	–
Teo La-Mei	255,000	–	–	–	–	–
Kuok Khoon Ean	500,000	500,000	500,000	–	–	–
Kuok Khoon Hua	500,000	500,000	500,000	–	–	–
Tay Kah Chye	500,000	500,000	500,000	–	–	–
Kwah Thiam Hock	500,000	500,000	500,000	–	–	–
Kishore Mahbubani	500,000	–	–	–	–	–
<i>(Share options exercisable at S\$3.94 per share)</i>						
Kuok Khoon Hong	1,500,000	1,500,000	1,500,000	–	–	–
Pua Seck Guan	1,000,000	1,000,000	1,000,000	–	–	–
Teo La-Mei	750,000	750,000	750,000	–	–	–
Kuok Khoon Ean	500,000	500,000	500,000	–	–	–
Kuok Khoon Hua	500,000	500,000	500,000	–	–	–
Raymond Guy Young	500,000	500,000	500,000	–	–	–
Lim Siong Guan	500,000	500,000	500,000	–	–	–
Tay Kah Chye	500,000	500,000	500,000	–	–	–
Kwah Thiam Hock	500,000	500,000	500,000	–	–	–
Kishore Mahbubani	500,000	500,000	500,000	–	–	–
Teo Siong Seng	500,000	500,000	500,000	–	–	–
Soh Gim Teik	300,000	300,000	300,000	–	–	–

Except as disclosed in this statement, no Director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, at the beginning of the financial year and at the end of the financial year.

DIRECTORS' STATEMENT

SHARE OPTION SCHEMES

Wilmar Executives Share Option Scheme 2009 ("Wilmar ESOS 2009")

The Wilmar ESOS 2009 was adopted to replace the Wilmar Executive Share Option Scheme 2000 ("Wilmar ESOS 2000"). Wilmar ESOS 2009 was approved by shareholders at the Company's extraordinary general meeting ("EGM") held on 29 April 2009 and it expired on 28 April 2019.

For the entire duration of the Wilmar ESOS 2009, the Company granted options for a total of 221,555,000 ordinary shares of the Company in accordance with the rules of the aforesaid scheme. As at 31 December 2021, options for a total of 54,445,100 ordinary shares were exercised, options for a total of 153,151,500 ordinary shares had lapsed/expired and options for a total of 13,958,400 ordinary shares remain valid until their respective expiry dates.

2017 Grant

On 8 September 2017, the Company granted options to subscribe for a total of 62,585,000 ordinary shares of the Company at S\$3.04 per share (at a 7.32% discount to the Market Price (as defined below)) to Directors of the Company and executives of the Group. No options were granted to controlling shareholders (and their associates) of the Company. As at 31 December 2021, the number of outstanding options that were not exercised under this option grant was 13,958,400.

All options granted under the 2017 Grant are valid for a period of five years from the date of the grant and are exercisable in the following manner:

For Executive Directors and executives

- After 2nd anniversary of the date of grant – 33% of the options granted
- After 3rd anniversary of the date of grant – 33% of the options granted
- After 4th anniversary of the date of grant – 34% of the options granted

For Non-Executive Directors

- After 2nd anniversary of the date of grant – 100% of the options granted

Wilmar Executives Share Option Scheme 2019 ("Wilmar ESOS 2019")

The Wilmar ESOS 2019, the rules of which were set out in a circular to shareholders dated 4 April 2019, was approved by shareholders at the Company's EGM held on 24 April 2019. It was adopted to replace the Wilmar ESOS 2009 which expired on 28 April 2019.

Under the rules of the Wilmar ESOS 2019:

- (a) the eligible participants may be granted options to subscribe for ordinary shares in the Company at a price equal to the average of the closing prices of the Company's shares traded on the Singapore Exchange Securities Trading Limited ("SGX-ST") for a period of five consecutive market days immediately preceding the date of the grant of the option ("Market Price") or at a discount to the Market Price up to a maximum of 20%;
- (b) the maximum number of ordinary shares (in respect of the options) that may be granted under the Wilmar ESOS 2019, after taking into account (i) the total number of new ordinary shares issued and issuable in respect of all other share-based incentive schemes of the Company; and (ii) the number of treasury shares and subsidiary holdings delivered in respect of options granted under all other share-based incentive schemes of the Company (if any), shall not exceed 15% of the total issued ordinary shares of the Company (excluding treasury shares and subsidiary holdings) on the date immediately preceding the relevant date of grant;
- (c) controlling shareholders and associates of controlling shareholders will not be eligible to participate in the Wilmar ESOS 2019; and
- (d) there is no restriction on the eligibility of any participant to participate in any other share options or share incentive schemes implemented by the Company or any of its subsidiaries or by any associated company or otherwise.

DIRECTORS' STATEMENT

SHARE OPTION SCHEMES (CONTINUED)

Wilmar Executives Share Option Scheme 2019 ("Wilmar ESOS 2019") (continued)

The Wilmar ESOS 2019 is administered by the Remuneration Committee ("RC"). The members of the RC are Mr Kwah Thiam Hock (Chairman), Mr Tay Kah Chye and Mr Lim Siong Guan, all of whom are Independent Directors. The RC is authorised to determine, *inter alia*, the persons to be granted options, the number of options to be granted, whether the options continue to be valid in the event of cessation of employment (as provided under the rules of Wilmar ESOS 2019), the exercise price (including any adjustments thereto) and to recommend modifications to the Wilmar ESOS 2019 (if deemed appropriate).

2020 Grant

On 29 September 2020, the Company granted options to subscribe for a total of 40,380,000 ordinary shares of the Company at S\$3.94 per share (at a 10% discount to the Market Price) to Directors of the Company and executives of the Group. No options were granted to controlling shareholders (and their associates) of the Company. As at 31 December 2021, the number of outstanding options that were not exercised under this option grant was 39,755,000. The options are valid for a period of five years (including the respective vesting periods) from the date of grant and are exercisable in the following manner:

For Executive Directors and executives

- After 2nd anniversary of the date of grant – 33% of the options granted
- After 3rd anniversary of the date of grant – 33% of the options granted
- After 4th anniversary of the date of grant – 34% of the options granted

For Non-Executive Directors

- After 2nd anniversary of the date of grant – 100% of the options granted

SHARE OPTIONS EXERCISED

Options for a total of 6,986,700 ordinary shares of the Company were exercised by option holders during the financial year under review pursuant to Wilmar ESOS 2009.

UNISSUED SHARES UNDER OPTION

As at the end of the financial year, unissued ordinary shares of the Company under options were as follows:

Date of Grant	As at 1.1.2021	No. of options granted	No. of options lapsed/ expired	No. of options exercised	As at 31.12.2021	Exercise Price	Exercise Period
<i>Wilmar ESOS 2009</i>							
08.09.2017	6,585,400	–	(24,700)	(2,304,000)	4,256,700	S\$3.04	09.09.2019 to 08.09.2022
08.09.2017	5,249,200	–	(24,700)	(2,234,100)	2,990,400	S\$3.04	09.09.2020 to 08.09.2022
08.09.2017	9,246,300	–	(86,400)	(2,448,600)	6,711,300	S\$3.04	09.09.2021 to 08.09.2022
Sub-total	21,080,900	–	(135,800)	(6,986,700)	13,958,400		
<i>Wilmar ESOS 2019</i>							
29.09.2020	16,541,400	–	(541,200)	–	16,000,200	S\$3.94	30.09.2022 to 29.09.2025
29.09.2020	11,741,400	–	(41,200)	–	11,700,200	S\$3.94	30.09.2023 to 29.09.2025
29.09.2020	12,097,200	–	(42,600)	–	12,054,600	S\$3.94	30.09.2024 to 29.09.2025
Sub-total	40,380,000	–	(625,000)	–	39,755,000		
Grand Total	61,460,900	–	(760,800)	(6,986,700)	53,713,400		

DIRECTORS' STATEMENT

UNISSUED SHARES UNDER OPTION (CONTINUED)

The information on Directors of the Company participating in the Wilmar ESOS 2009 is as follows:

Name of Directors	Aggregate options granted during the financial year	Aggregate options granted since commencement of the option scheme to 31.12.2021	Aggregate options exercised since commencement of the option scheme to 31.12.2021	Aggregate options lapsed/expired since commencement of the option scheme to 31.12.2021	Aggregate options outstanding as at 31.12.2021
Kuok Khoon Hong	–	6,500,000	3,500,000	3,000,000	–
Pua Seck Guan	–	1,000,000	660,000	–	340,000
Teo La-Mei	–	1,400,000	1,400,000	–	–
Kuok Khoon Ean	–	1,900,000	400,000	1,000,000	500,000
Kuok Khoon Hua	–	500,000	–	–	500,000
Tay Kah Chye	–	1,900,000	500,000	900,000	500,000
Kwah Thiam Hock	–	1,900,000	500,000	900,000	500,000
Kishore Mahbubani	–	500,000	500,000	–	–
Total	–	15,600,000	7,460,000	5,800,000	2,340,000

The information on Directors of the Company participating in the Wilmar ESOS 2019 is as follows:

Name of Directors	Aggregate options granted during the financial year	Aggregate options granted since commencement of the option scheme to 31.12.2021	Aggregate options exercised since commencement of the option scheme to 31.12.2021	Aggregate options lapsed/expired since commencement of the option scheme to 31.12.2021	Aggregate options outstanding as at 31.12.2021
Kuok Khoon Hong	–	1,500,000	–	–	1,500,000
Pua Seck Guan	–	1,000,000	–	–	1,000,000
Teo La-Mei	–	750,000	–	–	750,000
Kuok Khoon Ean	–	500,000	–	–	500,000
Kuok Khoon Hua	–	500,000	–	–	500,000
Raymond Guy Young	–	500,000	–	–	500,000
Lim Siong Guan	–	500,000	–	–	500,000
Tay Kah Chye	–	500,000	–	–	500,000
Kwah Thiam Hock	–	500,000	–	–	500,000
Kishore Mahbubani	–	500,000	–	–	500,000
Teo Siong Seng	–	500,000	–	–	500,000
Soh Gim Teik	–	300,000	–	–	300,000
Total	–	7,550,000	–	–	7,550,000

DIRECTORS' STATEMENT

UNISSUED SHARES UNDER OPTION (CONTINUED)

Except as disclosed above, since the commencement of the Wilmar ESOS 2000, Wilmar ESOS 2009 and Wilmar ESOS 2019 ("Option Schemes") until the end of the financial year under review:

- no options have been granted to controlling shareholders of the Company and their associates except for options granted on 21 May 2009 to Mr Kuok Khoon Hong (for 1,000,000 ordinary shares) and former Wilmar Director, Mr Martua Sitorus (for 800,000 ordinary shares), who were controlling shareholders on the date of grant (but are no longer controlling shareholders as at the end of the financial year), which have expired;
- no participant has received 5% or more of the total number of options available under the Option Schemes;
- no options that entitle the holders to participate, by virtue of the options, in any share issue of any other corporation have been granted;
- no options have been granted to Directors and employees of the parent company as the Company does not have a parent company; and
- no options have been granted at a discount except for the options under the 2015 Grant (which expired on 19 June 2020), the 2017 Grant and the 2020 Grant.

AUDIT COMMITTEE

The Audit Committee ("AC") members at the date of this statement are Mr Tay Kah Chye (Chairman), Mr Kwah Thiam Hock and Mr Lim Siong Guan.

The AC performs the functions specified in Section 201B(5) of the Act, the Listing Manual of the SGX-ST, the Singapore Code of Corporate Governance 2018 and the revised Guidebook for Audit Committees in Singapore issued in 2014.

The principal responsibilities of the AC are to assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities. The operations of the AC are regulated by its terms of reference. The Board is of the opinion that the members of the AC have sufficient accounting, financial and management expertise and experience to discharge their duties.

Notwithstanding that the Group has appointed different auditors for certain subsidiaries, joint ventures and associated companies, the Board and the AC are satisfied that such appointments do not compromise the standard and effectiveness of the audit of the Group.

During the year, the AC met four times to review, *inter alia*, the scope of work and strategies of both the internal and external auditors, and the results arising therefrom, including their evaluation of the system of internal controls. The AC also reviewed the assistance given by the Company's officers to the auditors. The financial statements of the Group and the Company were reviewed by the AC prior to submission to the Board of the Company for adoption. The AC also met with the internal and external auditors, without the presence of the Company's Management, to discuss issues of concern to them.

The AC has, in accordance with Chapter 9 of the Listing Manual of the SGX-ST, reviewed the requirements for approval and disclosure of interested person transactions ("IPTs"), reviewed the procedures set up by the Group and the Company to identify and report and where necessary, seek approval for IPTs and, with the assistance of the internal auditors, reviewed IPTs.

The AC was satisfied that proper risk management procedures were in place and will consider regularly the need to conduct independent risk management reviews.

The AC, having reviewed all non-audit services provided by Ernst & Young LLP ("EY"), the external auditor of the Group, was satisfied with the independence and objectivity of the external auditor and has nominated EY for re-appointment at the forthcoming Annual General Meeting of the Company.

Further details regarding the AC, including the AC's commentary on key audit matters, are disclosed in the Corporate Governance Report in the Company's Annual Report 2021.

DIRECTORS' STATEMENT

AUDITOR

Ernst & Young LLP has expressed its willingness to accept re-appointment as external auditor.

On behalf of the Board of Directors

Kuok Khoon Hong
Director

Pua Seck Guan
Director

15 March 2022