FROM FARM

TO TABLE

GROWING OUR FUTURE

wilmar

ANNUAL REPORT 2023

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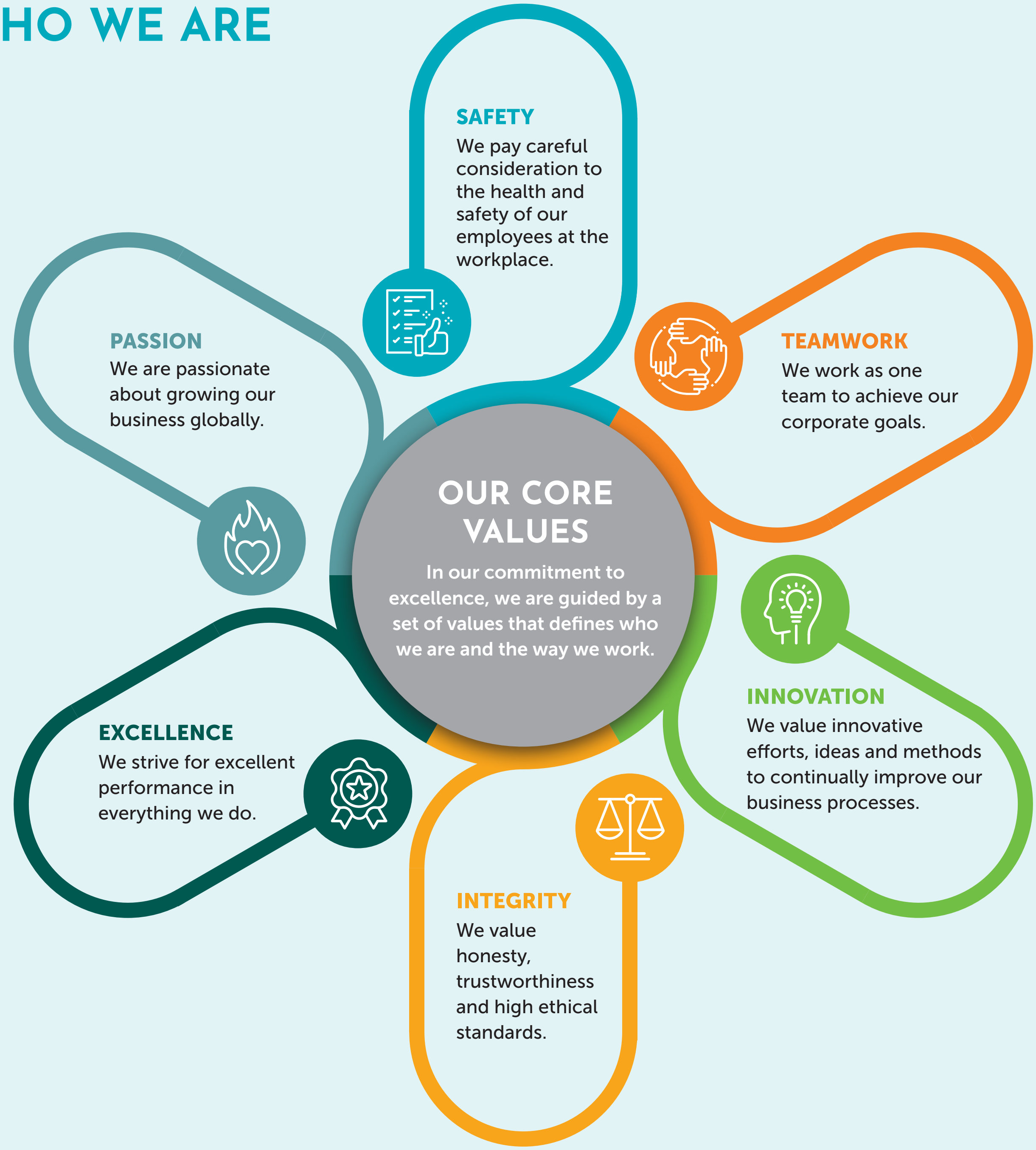
WHO WE ARE



Wilmar International Limited, founded in 1991 and headquartered in Singapore, is today Asia's leading agribusiness group. Wilmar is ranked amongst the largest listed companies by market capitalisation on the Singapore Exchange.

At the core of Wilmar's strategy is an integrated agribusiness model that encompasses the entire value chain of the agricultural commodity business, from origination, to processing, branding, merchandising and distribution of a wide range of edible food and industrial products. The Group's business activities include oil palm cultivation, oilseed crushing, edible oils refining, flour and rice milling, sugar milling and refining, manufacturing of consumer products, ready-to-eat meals, central kitchen products, specialty fats, oleochemicals, biodiesel and fertilisers as well as food park operations. It has over 1,000 manufacturing plants and an extensive distribution network covering China, India, Indonesia and some 50 other countries and regions. Through scale, integration and the logistical advantages of its business model, Wilmar is able to extract margins at every step of the value chain, thereby reaping operational synergies and cost efficiencies.

Supported by a multinational workforce of about 100,000 people, Wilmar embraces sustainability in its global operations, supply chain and communities.

CHAIRMAN'S MESSAGE

FY2023 IN REVIEW

FY2023 began as a year of muted economic growth as prices of commodities declined against strong headwinds such as weaker consumer demand and heightened geopolitical tensions. Despite a slow start in 2023, the Group recovered in the later part of the year, reporting improvements in various segments as market volatilities eased.

The Group recorded US$1.57 billion core net profit and US$67.16 billion revenue in FY2023, with diluted earnings per share of 24.4 US cents. Core net profit fell 35% while revenue decreased by 9%, mainly attributable to weaker performance in the first half of 2023. The Group's balance sheet remains strong, with total assets standing at US$61.81 billion (FY2022: US$60.40 billion) while shareholders' funds increased to US$20.17 billion (FY2022: US$19.99 billion).

The Food Products segment reported a decline in profit to US$294.9 million (FY2022: US$730.1 million), weighed down by weaker margins due to high feedstock cost for the flour business during the first half of the year. This was further impacted by the absence of a gain on dilution of interest in the Group's Indian associate, Adani Wilmar Limited, which had been recognised in the prior year (US$175.6 million). Overall sales volume grew by 6% on stronger medium pack and bulk products sales, driven by the Group's flour and rice capacity expansions.

The Feed and Industrial Products segment saw a decrease in profit to US$926.7 million for FY2023 (FY2022: US$1.56 billion), mainly due to weaker margins for the mid and downstream tropical oils operations. This was partially offset by strong contributions from both sugar merchandising and oilseeds operations. The Group grew its sales volume for the segment by 10% to 61.3 million MT in FY2023 (FY2022: 55.6 million MT).

The Plantation and Sugar Milling segment posted a lower profit of US$500.1 million for FY2023 (FY2022: US$569.3 million), largely due to lower palm oil prices. Fresh fruit bunch production and yield were similar to the previous year. In addition to steady performance of the sugar milling business, the Group recognised a gain on disposal of its Moroccan associate, Cosumar S.A. amounting to US$231.0 million.

Contributions from the Group's associates and joint ventures improved by 17% to US$319.8 million (FY2022: US$273.8 million), on account of stronger performance by our investments in Europe.

2023 HIGHLIGHTS

In 2023, we continued building strategic partnerships in our quest for expansion and growth, seeking out new opportunities in China, Papua New Guinea, Tanzania and more. We also saw growth potential in our Food Park project in China which has gained momentum in the last year.

China

Our Food Park project in China is gaining traction, with five operational food parks to date and an additional five under construction. We see promise in the demand for central kitchen products and will continue our strategic expansion of the project guided by market insights.

We continued to expand the production capabilities of our flour and rice mills, and launched a new production facility for soy sauce in Yangjiang. Responding to the rising consumer demand for healthier food options, we introduced a variety of new products such as extra virgin camellia oil and organic germ rice. Throughout 2023, all our product lines also maintained steady growth on mainstream e-commerce channels.

New production facility for soy sauce in Yangjiang, China.

India

Adani Wilmar Limited (AWL), our 43.9% listed associate, is amongst the largest food FMCG companies in India. In 2023, as part of its go-to-market strategy, AWL increased its distribution coverage particularly in rural towns which holds over 70% of India's population. AWL's overall distribution network enables it to reach over 113 million households across the country and establish a presence in approximately one out of every three households. AWL's brand "Fortune" remains the number one edible oils brand in India.

Ethanol distillery complex in Karnataka, India.

Prospects for Shree Renuka Sugars Limited (SRSL), our 62.5% listed subsidiary, improved on the back of higher sugar prices and the expansion of its ethanol capacity. SRSL, India's largest sugar refiner and ethanol producer, also completed its 100% equity acquisition of Anamika Sugar Mills in October 2023, allowing it to establish a presence in Uttar Pradesh and cater to the markets of Northern India in addition to its existing milling footprint in Maharashtra and Karnataka.

We are bullish on our outlook for India. Equipped with strong distribution and retail reach, brand equity, effective sourcing capabilities and a pan-India integrated manufacturing base, both AWL and SRSL are well-positioned to capture opportunities in the market.

Indonesia

We expanded the flour milling capacities in our Indonesian operations and are positioned to leverage these enhanced capabilities to grow our market share in the region. We maintain a positive outlook on Indonesia as commodities continue to drive the economy.

Malaysia

Our new specialty fats short path distillation plant in Pasir Gudang commenced operations in December 2023, while the upgrading of our shortening line, which produces chilled margarine at the same site, is due to be completed this year. In transition to cleaner energy, we are carrying out large-scale installation of solar panels at our refineries. Between the end of this year and mid-2025, most of our refineries in West Malaysia will be equipped with solar panels to generate power on-site.

Solar panels installed on the roof of Wilmar's oleochemical plant in Pasir Gudang, Malaysia.

CHAIRMAN'S MESSAGE

Vietnam

We continue to scale up and expand the capacities of our grains value-added processing, sauces and condiments manufacturing, homecare products, rice bran stabilisation as well as joint venture's soybean crushing plants.

With a confident outlook on the vegetable oils industry, we also completed a 24.0% equity acquisition of Calofic Corporation, the largest manufacturer and distributor of vegetable oils and associated products in Vietnam. Calofic Corporation is now an indirect wholly-owned subsidiary of Wilmar.

Africa

Our African operations continue to see potential for expansion and growth. In Ghana, we commissioned new shea crushing and solvent extraction plants. We also completed the expansion of our saponification operations in Ethiopia to increase our market share in the soap and detergent industry. In Tanzania, we plan to expand the capacity of our rice mill to double production by end of 2024. We have also partnered with Syngenta, an agricultural technology company, to improve the yield of local farmers through better seeds and agronomic practices.

SUSTAINABILITY

The world grappled with extreme weather events in 2023, underscoring the pressing need for greater sustainable practices from both individuals and corporations. As a leader in our own field, we believe that Environmental, Social and Governance (ESG) considerations are no longer just metrics to be measured, but instruments to infuse purpose into our people, operations and goals.

Leading by example, we continue to be recognised globally for our sustainability efforts, retaining our inclusion in both the Dow Jones Sustainability Indices (DJSI) World and Asia Pacific Index, as well as in the FTSE4Good Index Series. This reflects our commitment to good environmental stewardship, socially responsible business practices and sound corporate governance.

We are honoured to have been ranked as the best performing company globally among 1,108 of the world's most influential companies that were assessed by Global Child Forum's State of Children's Rights and Business benchmark in 2023. Aligned with our corporate values, we have a strict zero tolerance for child labour and exploitative practices. We are a steadfast

Wilmar and Syngenta teaming up with local farmers in Tanzania.

advocate of children's rights and a staunch believer of the transformative power of education in securing bright futures. To date, we support the education of over 12,000 children living in our plantations globally.

Embracing the increasing global influence of ESG factors in financial decisions, we believe in the use of responsible financing to build a more sustainable financing framework. Since 2017, Wilmar has signed more than US$3.37 billion of sustainability-linked loans. The funds secured play a crucial role in advancing our business objectives, shoring up our financial strength while incentivising continuous improvement in our ESG initiatives.

Guided by sustainable principles, we want to continue growing our business in a responsible way, to leave a positive and enduring impact on the world.

Children in school in Wilmar's oil palm plantation in Sarawak, Malaysia.

PROSPECTS

Following an exceptional year in FY2022, we recorded a satisfactory set of results in FY2023 despite headwinds faced across various businesses during the year. We anticipate these challenging conditions to persist into FY2024. Nevertheless, we are confident that our integrated and diversified business model will continue to help us achieve growth and profitability in the upcoming year.

We will continue to invest in developing new businesses that have synergies with our existing operations and position ourselves to tap on the growth potential of emerging markets. With a focus on improving efficiencies of our operations, reducing capital expenditure and extracting benefits from our past expansions, we believe that this strategic direction will enable us to deliver stronger results and greater value to our customers, partners and shareholders.

DIVIDENDS

The Board has proposed a final dividend of S$0.11 per share. Including the interim dividend of S$0.06 per share paid in August 2023, the total dividend for FY2023 is maintained at S$0.17 per share (FY2022: S$0.17 per share), supported by strong cashflow generated from our operations despite underwhelming market conditions.

BOARD CHANGES

On behalf of the Board, I am pleased to welcome Ms Jessica Cheam and Dr Cheung Chi Yan, Louis, who were appointed Non-Executive and Independent Directors on 20 April 2023.

The Board looks forward to benefitting from Ms Cheam's experience on ESG and diversity matters, as well as Dr Cheung's experience in investments, capital markets and acquisitions.

APPRECIATION

On behalf of the Group, I would like to express our gratitude to Mr Teo Siong Seng, who will be retiring from the Board of Directors at the conclusion of the upcoming Annual General Meeting on 19 April 2024. Mr Teo was first appointed to the Wilmar Board on 1 May 2019, and has provided valuable input over nearly five years stemming from his vast experience in shipping and container industries.

Finally, I would like to extend my deepest appreciation to our shareholders, customers, partners, bankers and employees for their dedication and belief in the Group's vision and long-term strategy. Together, we have faced challenges, embraced opportunities and achieved milestones. Your continued trust and support will propel us to greater heights and stronger performances in the time ahead.

Kuok Khoon Hong
Chairman and Chief Executive Officer
12 March 2024

EXPANSION INTO FOOD PARKS

In China, rising affluence and rapid urbanisation has catalysed a profound shift in lifestyle and consumption patterns in the populace. Characterised by time constraints, convenience-seeking behaviours, and greater emphasis on food security and food safety, there is a growing demand for both ready-to-eat and ready-to-cook meals.

Due to keen competition, high cost of rental and labour, and difficulty in recruiting and retaining good chefs, there is a greater need for restaurants and food service providers to achieve profitability through economies of scale, cost reduction and stability of food offerings by establishing central kitchens. However, setting up an own-use central kitchen is in most cases, unprofitable because of high costs of investments as well as difficulty in securing suitable land.

Market studies estimate that the central kitchen addressable market size of fresh food and processed food in China is about RMB 900 billion in 2021 and is projected to reach about RMB 1,400 billion in 2025.

Official opening ceremony of Zhoukou food park in September 2022.

FROM FARM TO TABLE

Wilmar has been an agri-commodities processor in China since 1990, starting from edible oils, and later expanded into oilseed crushing, wheat and rice milling, and corn processing. We also ventured into the manufacturing of soy protein, wheat starch and gluten, corn fructose, beet sugar, wheat and rice noodles, condiments, and home care products. To date, we have built manufacturing complexes in more than 60 locations in China.

We source our vegetables and meats from farmers located near to or around our food parks, which effectively promote the development of local agriculture.

As such, we are well positioned to establish high-quality and specially built food parks to help the food industry produce quality, safe and tasty products at a lower cost by integrating the supply of food ingredients with food processing, provision of services and distribution. Where possible, we will locate the food parks next to our existing integrated manufacturing complexes, and equip them with cold chain and ambient temperature storage, as well as allocate spaces for central kitchens. Resources and infrastructures such as Research & Development (R&D) labs, boilers, waste discharge facilities, procurement, sales and marketing are shared among tenants of the complex, further improving efficiency.

Centralised facilities management.

EXPANSION INTO FOOD PARKS

OUR FOOD PARKS - 丰厨中央厨房园区

As part of our strategy to operate numerous food parks across the country, we envision an open-concept approach for our food parks, where they are designed to be inclusive, and not limited to our own exclusive use. Storage spaces will be available for rent, and tenants can also operate their own food processing facilities and central kitchens in the food park.

We can also manufacture food products for other restaurants and brands, invest in their businesses as well as offer procurement services to help them reduce costs through bulk purchasing of food ingredients, while allowing them to tap on our vast marketing network to distribute their products.

Layout of our food park ecosystem in Hangzhou.

These capabilities allow businesses to reduce their capital expenditures and operating expenses, facilitating their expansion into other regions. Independently or through joint ventures, we also seek out high-volume and lower margin businesses such as the supply of student meals, where the provision of nutritious, safe, and delicious meals at low costs is important.

We have also formed a joint venture with SF Express, one of the largest logistics companies in China, to provide efficient warehouse (ambient, cold and frozen) and logistic services to the food park tenants.

Centralised logistics and warehousing in Zhoukou food park.

Tenants and Partners

The largest catering group in Zhoukou city, Zhong Yuan Yue Xiu developed from a single catering store into a diversified company in over 20 years. Our joint venture with Zhong Yuan Yue Xiu will combine their knowledge of the business with the use of products from our Chinese subsidiary, Yihai Kerry Arawana (YKA), such as rice, noodles, oil and condiments.

精致烩面
(Delicate braised noodles)

福娃油条
(Fuwa fried dough sticks)

越秀盐焗鸡
(Yuexiu salt baked chicken)

Zhican Group was established in 2019 and is headquartered in Chengdu, Sichuan. It is a one-stop catering supply chain service platform integrating production and R&D, centralised procurement and sales, warehousing and distribution, and catering technology.

In 2023, YKA collaborated with Zhican and Chengdu Shengen Biotechnology to build a central kitchen, focusing on producing Sichuan condiments, and in the future, ready-to-eat meals.

Customers

Laoxiang Chicken originated from Anhui and is a Chinese fast food chain with various locations across the country. To date, it has more than 1,200 stores in China, in cities such as Shanghai, Hefei, Hangzhou, Beijing, and Shenzhen.

EXPANSION INTO FOOD PARKS

OUR CENTRAL KITCHENS

To stay competitive, our WKitchen products go through rounds of research and development to achieve better taste, nutrition and safety. We produce a comprehensive range of products for different demographics and dietary requirements, including student meals, ready-to-eat lunch boxes, microwaveable foods, seasoning sauces, hot pot soup bases, rice and noodle products, and more.

Food packing line in our self-operated central kitchen in Zhoukou.

Food preparation and packing line in our self-operated central kitchen in Hangzhou.

As we continue to advance scientific research supporting innovation in our WKitchen products, we have established a comprehensive R&D support system, encompassing front-end support, culinary application, industrial transformation and nutritional guidance.

Ready-to-eat meals, including traditional dishes like braised pork balls in brown sauce.

Arawana International Culinary Research Institute

In collaboration with Yangzhou University, we jointly founded the Arawana International Culinary Research Institute. This institute brings together renowned chefs and experts in various cuisines to research and customise dishes to cater to local taste buds.

This effort has seen traditional dishes like braised pork balls in brown sauce recreated, allowing consumers to prepare popular dishes using simple cooking methods at home.

Awards conferred on our ready-to-eat dishes.

Renowned chefs and experts at the Arawana International Culinary Research Institute.

EXPANSION INTO FOOD PARKS

Food Innovation, Nutrition, and Safety

For student meals, we have engaged professional nutritionists to design nutritiously balanced meals, resulting in the development of over 100 dishes. These dishes have been evaluated by the Chinese Nutrition Society and have been determined to meet the nutritional needs of students across different age groups.

Central Kitchen Research Institute

We have also established the Central Kitchen Research Institute in collaboration with the Institute of Food Science and Technology, Chinese Academy of Agricultural Sciences. Our R&D team combines cutting-edge industry technology with traditional cooking techniques to create new products to meet market demands.

Members of the Central Kitchen Research Institute.

Students having nutritiously balanced meals prepared in our central kitchen.

OUR CENTRAL KITCHEN PRODUCTS (WKITCHEN)

Student meals

EXPANSION INTO FOOD PARKS

Bento meals


南昌拌粉
(Nanchang mixed noodles)


卤肉饭
(Braised pork with rice)


咖喱意面
(Curry pasta)


小炒牛肉饭
(Stir-fried beef with rice)


小龙虾意面
(Crawfish pasta)


椒麻滑鸡饭
(Pepper chicken with rice)


红烧狮子头饭
(Braised meatballs with rice)


肥汁米线
(Thick soup rice noodles)


芝士肉酱意面
(Spaghetti Bolognese)


菌菇烧肉饭
(Mushrooms and roasted pork with rice)


蚝油牛肉饭
(Oyster sauce beef with rice)


炸鸡饭
(Fried chicken with rice)


五花肉饭
(Braised pork belly with rice)


香辣烤鱼饭
(Spicy grilled fish with rice)


鲍鱼意面
(Abalone pasta)


鸭血粉丝汤
(Duck vermicelli soup)


麻辣拌
(Spicy Sichuan-style cold noodles)


黑椒猪排茄汁饭
(Black pepper pork chop with rice)

Ready-to-eat meals

黑椒牛柳
(Black pepper beef fillet)

松露红烧肉
(Truffle-braised pork belly)

红烧狮子头
(Braised meatballs)

土豆牛腩
(Potato and beef brisket stew)

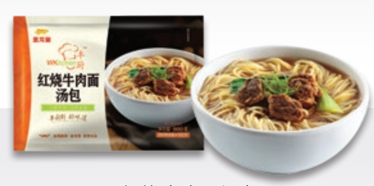
台式卤肉
(Taiwanese braised pork)

黄焖鸡
(Yellow braised chicken)

原味牛肉片
(Beef slices)

宫保鸡丁
(Kung Pao chicken)

杭三鲜小肉圆
(Hangzhou-style meatballs)



红烧牛肉面汤包
(Braised beef noodles)

礼盒
(Gift boxes)

小酥肉
(Crispy pork slices)

EXPANSION INTO FOOD PARKS

Ready-to-eat meals

三色糙米饭
(Tri-colour brown rice)

红米燕麦米饭
(Red rice with oatmeal)

鲜米饭
(Long grain rice)

台式卤肉
(Taiwanese braised pork)

菌菇牛肉
(Mushroom beef)

Seasoning sauces and hot pot soup bases

火锅底料
(Hot pot soup base)

香辣红油
(Spicy chilli oil) (220 ml)

香辣红油
(Spicy chilli oil) (1.8 L)

SUPPORTING THE HANGZHOU ASIAN GAMES AND ASIAN PARA GAMES

Hangzhou Central Kitchen was selected as the catering service provider of the Hangzhou Asian Games and Asian Para Games, which were held in September and October 2023. As a fruits and vegetables processing centre, we provided meals and fresh vegetables to the athletes at the Asian Games Village.

Employees of Hangzhou central kitchen serving meals at the Asian Games in Hangzhou, which was held in September and October 2023.

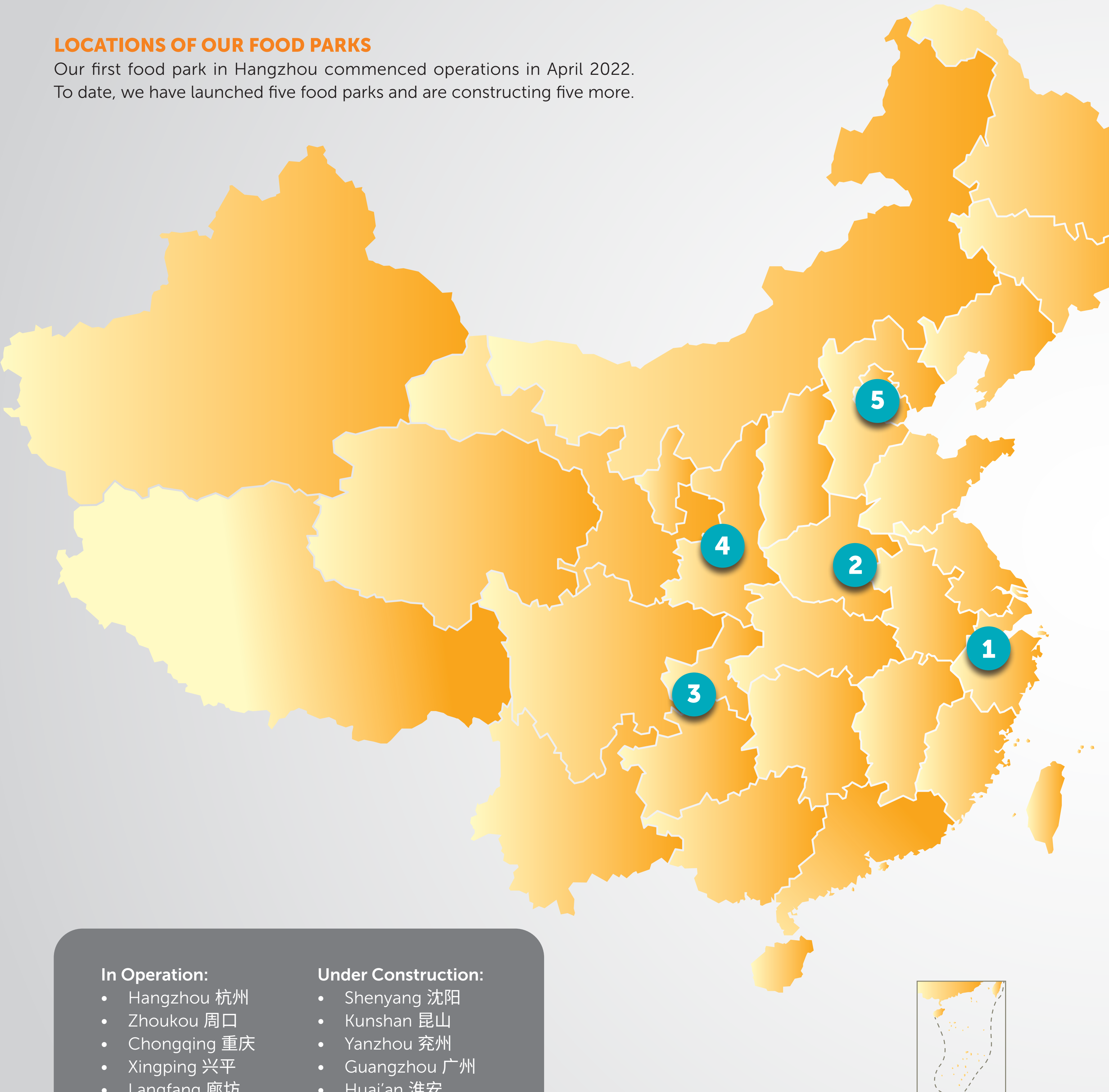
Certificate of commendation from the Hangzhou Asian Games organising committee.

Bento meal provided at the Hangzhou Asian Games.

EXPANSION INTO FOOD PARKS

LOCATIONS OF OUR FOOD PARKS

Our first food park in Hangzhou commenced operations in April 2022. To date, we have launched five food parks and are constructing five more.



In Operation:

- Hangzhou 杭州
- Zhoukou 周口
- Chongqing 重庆
- Xingping 兴平
- Langfang 廊坊

Under Construction:

- Shenyang 沈阳
- Kunshan 昆山
- Yanzhou 兖州
- Guangzhou 广州
- Huai'an 淮安

1 HANGZHOU (APRIL 2022)

2 ZHOUKOU (SEPTEMBER 2022)

3 CHONGQING (DECEMBER 2022)

4 XINGPING (FEBRUARY 2023)

5 LANGFANG (NOVEMBER 2023)

OUTLOOK

We are confident that the range of quality food ingredients produced by the Group in the food parks will be the best solution to meet the increasing demand for high quality, safe, delicious and nutritious food at affordable prices in China. If the initial projects are successful, we will expedite the development of more food parks at other locations in the country.

OUR GLOBAL OPERATION

Wilmar is a global leader in processing and merchandising of edible oils, oilseed crushing, sugar merchandising, milling and refining, production of oleochemicals, specialty fats, palm biodiesel, flour milling, rice milling and consumer pack oils.

Over **1,000** manufacturing plants in **32** countries and regions*

Extensive distribution network in China, India, Indonesia and some **50** other countries and regions

Multinational workforce of about **100,000** staff globally

EUROPE
- Leading refiner of tropical oils

CHINA
- Largest edible oils refiner and specialty fats and oleochemicals manufacturer
- Leading oilseed crusher, producer of branded consumer pack oils, rice and flour
- One of the largest flour and rice millers

VIETNAM
- Largest edible oils refiner, specialty fats manufacturer and oilseed crusher
- Leading flour miller and grains value-added processor
- Leading producer of branded consumer pack oils, rice, flour, sauces and condiments

AFRICA
- One of the largest investors in oil palm plantations, one of the largest edible oil refiners and producers of consumer pack oils, soaps and detergents

INDIA
- Largest branded consumer pack oils, specialty fats and oleochemicals producer and edible oils refiner
- Leading oilseed crusher
- Leading sugar miller, refiner and ethanol producer

INDONESIA & MALAYSIA
- One of the largest oil palm plantation owners and the largest palm oil refiner, palm kernel and copra crusher, flour miller, specialty fats, oleochemicals and biodiesel manufacturer
- Largest producer of branded consumer pack oils and third largest rice miller in Indonesia

AUSTRALIA
- Largest raw sugar producer and refiner
- Leading consumer brands in sugar and sweetener market
- Top 10 global raw sugar producer

* Including subsidiaries, joint ventures and associates

PERFORMANCE OVERVIEW

Net Profit
US$1.52b

Core Net Profit
US$1.57b

Revenue
US$67.16b

EBITDA
US$3.96b

Total Assets
US$61.81b

Diluted Earnings Per Share
24.4 US cents

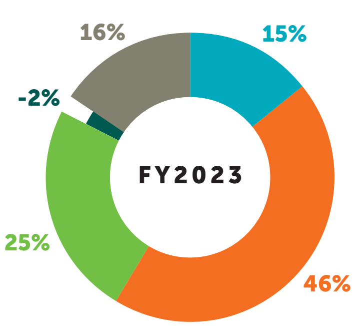
Net Asset Per Share
US$3.23

Dividend Per Share
S$0.170

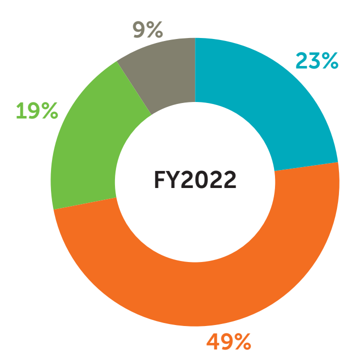
FINANCIAL HIGHLIGHTS

	FY2023	FY2022	FY2021	FY2020	FY2019
INCOME STATEMENT (US$ million)					
Revenue	**67,155**	73,399	65,794	50,527	42,641
EBITDA	**3,963**	4,734	4,172	3,609	3,024
Profit before tax from continuing operations	**1,956**	3,117	2,766	2,311	1,698
Net profit – including discontinued operations	**1,525**	2,402	1,890	1,534	1,293
Earnings per share – fully diluted (US cents) – including discontinued operations	**24.4**	38.3	29.9	24.1	20.4
Dividend per share (Singapore cents)	**17.0**	17.0	15.5	13.0	12.5
Dividend payout ratio on net profit (%)[#]	**52**	33	38	40	44
Special dividend per share (Singapore cents)	**–**	–	–	6.5	–
CASH FLOW (US$ million)					
Operating cash flows before working capital changes	**2,953**	3,951	3,994	3,594	2,894
Working capital changes	**2,194**	(778)	(3,100)	(2,443)	1,098
Capital expenditure	**2,281**	2,483	2,527	1,976	1,813
Acquisition of subsidiaries, joint ventures and associates	**298**	141	81	317	129
BALANCE SHEET (US$ million)					
Shareholders' funds	**20,173**	19,986	19,924	18,882	16,763
Total assets[++]	**61,809**	60,402	58,718	51,020	47,045
Total liabilities[++]	**39,057**	37,801	36,116	29,637	29,169
Net loans and borrowings	**17,652**	18,747	17,238	13,605	13,219
Net gearing (x)	**0.88**	0.94	0.87	0.72	0.79
Adjusted net loans and borrowings	**7,478**	6,085	5,349	5,038	6,102
Adjusted net gearing (x)	**0.37**	0.30	0.27	0.27	0.36
Net asset per share (US cents)	**323.1**	320.2	316.5	298.9	264.4
Net tangible assets per share (US cents)[++]	**238.5**	233.6	230.8	212.7	179.8

PROFIT BEFORE TAX BY BUSINESS SEGMENT



Food Products	15%
Feed and Industrial Products	46%
Plantation and Sugar Milling	25%
Others	-2%
Associates and Joint Ventures	16%



Food Products	23%
Feed and Industrial Products	49%
Plantation and Sugar Milling	19%
Others	0%^
Associates and Joint Ventures	9%

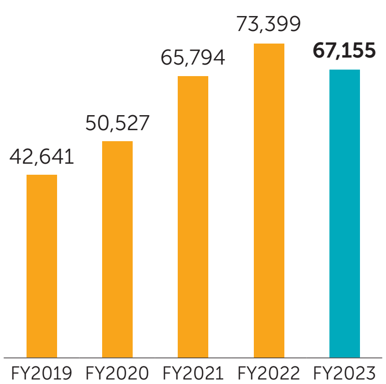
^ Amount is < 0.1%

Note:
Segmental breakdown calculation excludes unallocated expenses, changes in fair value of biological asset and impairment of property, plant and equipment.

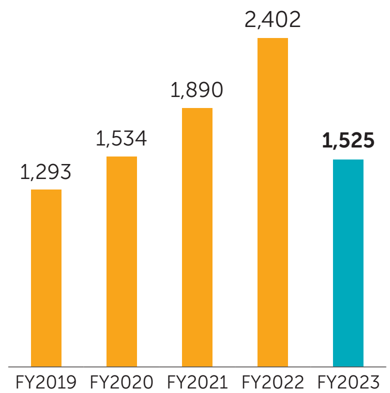
++ FY2019 figures have been restated subsequent to the finalisation of purchase price allocation exercise for the acquisition of Wilmar GF Singapore Holdings Pte. Ltd. ("GF") and its subsidiaries.

FY2023 dividend payout ratio on net profit is estimated based on number of shares outstanding as at 31 January 2024.

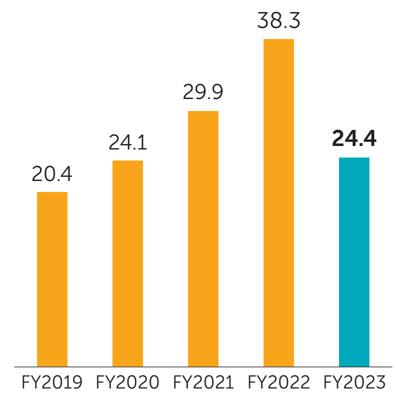
REVENUE (US$ MILLION)



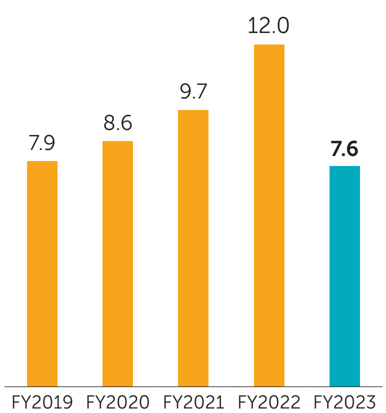
NET PROFIT (US$ MILLION)



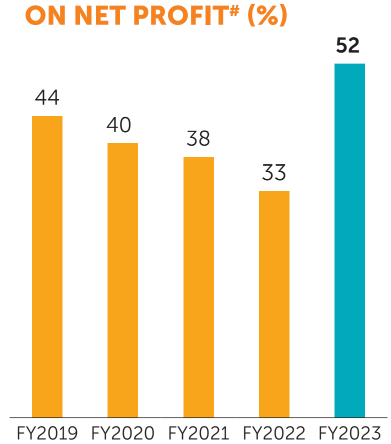
DILUTED EARNINGS PER SHARE (US CENTS)



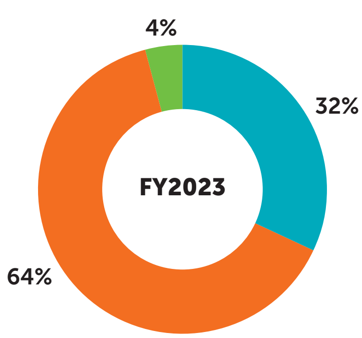
RETURN ON AVERAGE EQUITY (%)



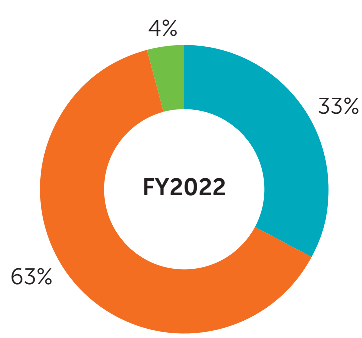
DIVIDEND PAYOUT RATIO ON NET PROFIT# (%)



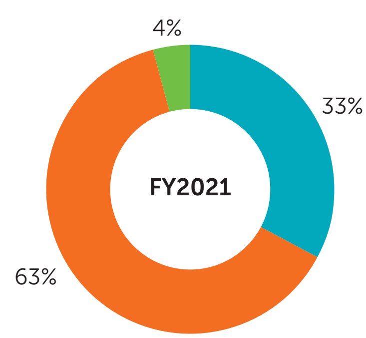
SALES VOLUME BY BUSINESS SEGMENT ('000 MT)



Food Products	30,682
Feed and Industrial Products	61,269
Sugar Milling	3,565



Food Products	29,067
Feed and Industrial Products	55,615
Sugar Milling	3,239

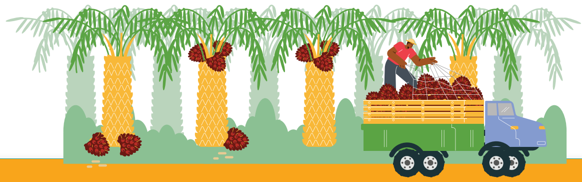


Food Products	28,265
Feed and Industrial Products	54,994
Sugar Milling	3,300

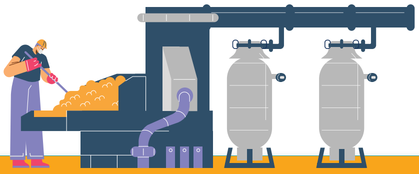
WHAT WE DO

VERTICALLY INTEGRATED BUSINESS MODEL

Wilmar's strategy is to build an integrated model encompassing the entire value chain of the agricultural commodity business, from origination to processing, trading, merchandising branded products and distribution.



ORIGINATION



PROCESSING

PLANTATION AND SUGAR MILLING

Oil palm plantation and sugar milling activities, which include the cultivation and milling of palm oil and sugarcane.

OIL PALM PLANTATION	SUGAR MILLING
Fresh Fruit Bunches 4.5m MT	Volume 3.6m MT

Revenue
US$3.98b

Results
US$500.1m

FEED AND INDUSTRIAL PRODUCTS

Processing, merchandising and distribution of products, which include animal feeds, non-edible palm and lauric products, agricultural commodities, oleochemicals, gas oil and biodiesel.

TROPICAL OILS	OILSEEDS & GRAINS	SUGAR
Volume 24.7m MT	Volume 23.2m MT	Volume 13.3m MT

Revenue
US$41.37b

Results
US$926.7m

FOOD PRODUCTS

Processing, branding and distribution of a wide range of edible food products, which include vegetable oils, sugar, flour, rice, noodles, specialty fats, snacks, bakery and dairy products, ready-to-eat meals and central kitchen products. These food products are sold in either consumer and medium packaging or in bulk, depending on consumer requirements.

CONSUMER PRODUCTS	MEDIUM PACK AND BULK
Volume **8.0m MT**	Volume **22.7m MT**

Revenue
US$28.33b

Results
US$294.9m

LOGISTICS

45
Liquid Bulk Vessels

16
Dry Bulk Vessels

9
Ports in Indonesia

7
Ports in China

1
Port in Myanmar

OPERATIONS REVIEW

A GLOBAL INTEGRATED AGRIBUSINESS

At the core of Wilmar's strategy is a resilient business model encompassing the entire value chain of the agricultural commodity business, from origination, processing, merchandising to manufacturing of a wide range of branded consumer products.

Over the years, we have invested substantially in building an integrated agri and food business which gives us economies of scale and operational efficiencies, allowing us to be one of the most efficient producers in the industry.

This efficiency is complemented by our strategically located facilities in both origin and destination markets, which enable us to manage logistic and operational costs effectively. We also own a fleet of liquid and dry bulk carriers to support our shipping requirements. As at 31 December 2023, the Group owned and controlled tankers / dry bulk vessels with a total tonnage of about 3.0 million MT.

Our business operations are further supported by our R&D activities. Our R&D efforts aim to improve manufacturing processes, ensure consistency and enhance the quality of existing products as well as develop new innovative products. Our R&D teams engage in cross-border collaborations and with external organisations to share knowledge and resources to enhance our collective R&D effort. Refer to pages 51 and 52 for more details.

One of our key assets is our people. We believe we have some of the best people in the industry who have stayed with us for many years and built our Group to what it is today. Our business partners are another great asset who have contributed to the success of the Group in many countries.

COMPANY DEVELOPMENTS

Although the global economy experienced slower growth in 2023, we remained focused on expanding our footprint selectively in regions that present opportunities, as well as improving integration across all segments of our business. In FY2023, we added capacities in various countries and regions such as China, Malaysia, Indonesia, Ghana, India, The Netherlands, Sri Lanka and Pakistan, in the following areas:

- Edible oil refining
- Oilseeds and palm kernel crushing
- Rice bran extraction
- Flour, palm oil and sugar milling
- Edible oil, rice and flour packing
- Specialty fats manufacturing
- Cake manufacturing

In China, our food park project is progressing as planned, with five locations in operation and five under construction. Our own central kitchens continue to expand our range of ready-to-eat products. In addition, we constructed a new condiment processing plant in Yangjiang.

In India, through our associate Adani Wilmar Limited (AWL), we expanded our distribution network in the rural areas, from approximately 14,000 towns to 26,000 towns, to tap on the growth potential there. In view of evolving consumer preferences, we also launched new products such as ready-to-cook biryani kits and brown rice under the Kohinoor brand, as well as Ozel multi-purpose cleaner for the hotels, restaurants and catering (HORECA) segment.

In March 2023, we completed acquisition of the remaining 24.0% stake in Calofic Corporation, the leading manufacturer and distributor of vegetable oils and associated products in Vietnam. Calofic is now an indirect wholly-owned subsidiary of Wilmar.

For our sugar business, we divested our 30.0% stake in our Moroccan associate, Cosumar S.A. (Cosumar), for an aggregate cash consideration of approximately US$583 million, recognising a gain of US$231.0 million. We also acquired Cosumar's entire 43.3% equity interest in Durrah Advanced Development Company for approximately US$64.7 million, increasing our stake from 5.0% to 48.3% in December 2023. Durrah is one of the largest producers of refined sugar in Saudi Arabia based in King Fahad Industrial Port, Yanbu.

AWL launched new products in response to evolving consumer preferences.

FOOD PRODUCTS

This segment comprises the processing, branding and distribution of a wide range of edible food products including vegetable oils, sugar, flour, rice, noodles, specialty fats, snacks, bakery and dairy products, ready-to-eat meals and central kitchen products. These food products are sold in either consumer and medium packaging or in bulk.

We are the largest producer of consumer pack edible oils in the world, with leading positions in China, Indonesia, India, Vietnam, Sri Lanka and several African countries. We also have growing sales of rice, flour, noodles and condiments under a diverse brand portfolio. Our range of high-quality essential food products has enabled us to build extensive sales and distribution networks in many countries. Our consumer brands are well-established and renowned for their quality, having won numerous product awards (**https://www.wilmar-international.com/about-us/awards**) in their respective markets.

Market Trends

After three years of muted demand and lagged recovery from the Covid-19 pandemic in China, demand from the HORECA segment recovered steadily in 2023. Although demand for consumer products in China also improved during the year, we experienced weaker demand for food products in other markets. The impact of higher raw material prices continued to be felt in the first half of 2023, but subsequently eased off and led to an improvement in profitability trends in the second half of the year.

Looking beyond the year, we believe that the Online-to-Offline (O2O) sales model as well as our self-operated flagship stores, specialty stores and private e-commerce channels will gain traction as buying behaviours of consumers continue to evolve. We will also continue to strengthen our e-commerce sales channel.

Our Performance

For FY2023, pre-tax profit for the Food Products segment declined to US$294.9 million (FY2022: US$730.1 million), due to weaker margins as a result of high feedstock costs for the flour business during the first half of the year. This was further impacted by the absence of a gain on dilution of interest in AWL of US$175.6 million, which was recognised in FY2022.

However, overall sales volume grew by 6% to 30.7 million MT in FY2023, with stronger volume recorded for medium pack and bulk products, in particular, for flour and rice products, which were in line with our expanded capacities.

Outlook & Strategy

We will focus on expanding our distribution channels and utilising our prominent brands, along with our R&D strengths, to develop a wider array of products including condiments and ready-to-eat meals. Additionally, we are working on producing lower cost and higher quality products to meet the changing preferences and behaviors of consumers.

Similar to the trend seen in 2023, demand for food products is expected to recover slightly as consumer sentiment and spending in countries such as China should continue to improve into 2024.

In India, we anticipate the fast-moving consumer goods sector to expand at a healthy rate due to rising disposable income as well as growth in the rural market, youth population and usage of e-commerce platforms. Our strategy in India is similar to China as we scale up our distribution network and develop our HORECA and exports channels.

Yihai Kerry Arawana's products listed on Chinese e-commerce platforms.

OPERATIONS REVIEW

FEED & INDUSTRIAL PRODUCTS

This segment comprises the processing, merchandising and distribution of animal feeds, non-edible palm and lauric products, agricultural commodities, oleochemicals, gas oil and biodiesel.

We operate crushing plants in China, India, Vietnam, Malaysia, Pakistan, Zimbabwe, Zambia and South Africa. We crush a wide range of oilseeds including soybean, rapeseed, groundnut, sunflower seed, sesame seed, cotton seed, copra and palm kernel. We are one of the world's largest copra and palm kernel crushers as well as the world's largest producer of palm biodiesel and oleochemicals, offering a comprehensive range of products from basic oleochemicals, derivatives to biofuels.

We also operate an integrated sugar business with milling, refining and ethanol production. We are one of the world's largest sugar traders with offices in Singapore, Dubai, Geneva, Sao-Paulo, and Mexico, trading about 13 million MT of raw and white sugar globally on an annual basis.

Oilseeds & Grains - Crushing

The effects of the drought in Argentina, which began in 2022 and continued into 2023, affected soybean production. This led to soybean prices remaining at relatively elevated levels in the first quarter of 2023 before starting to come off in April 2023. From May 2023, prices fluctuated amid weather concerns in the United States of America (US). Soybean prices began to rise in June 2023, as US reported hot and dry weather conditions but started to retreat towards end-June as there were expectations of better production. However, prices bounced back in July when the actual rainfall was less than forecasted. Thereafter, soybean prices eased again as the rain came during the critical soybean yield determination stages. The year ended with lacklustre export demand amid poor crush margins in China and slower selling from Brazil.

Soybean meal demand in China remained weak due to poor hog prices and margins.

Sugar Refinery in Mackay, Australia.

Tropical Oils

Crude palm oil (CPO) prices started the year at RM4,270 and trended downwards in anticipation of higher oil palm production, better weather conditions, as well as increased supply of other major vegetable oils. This trend reversed after Indonesia announced in February the suspension of some palm oil export permits to secure domestic supply ahead of the Ramadan festival. However, prices started to ease with improved weather conditions and concerns of a typical slowdown in demand post Ramadan season, coupled with lower competing vegetable oils prices. In May 2023, Indonesia allowed the use of the previously suspended palm oil export permits, causing CPO prices to retreat further.

In the second half of 2023, CPO prices rallied briefly because of supply concerns from drier weather conditions which began in the second quarter of the year, but subsequently came off as rainfall resumed. CPO prices remained rangebound for the rest of the year and closed at RM3,748, down 12% from the beginning of the year.

Indonesia also remained committed to its biodiesel mandate and increased its blending ratio to B35 during the year.

Sugar

A tighter sugar supply market prevailed in 2023 due to lower production from Europe, Thailand and China, and lower exports from India, which resulted in sugar prices moving from 19 US cents per pound to a 12-year high of nearly 28 US cents per pound. This tight situation is expected to continue into the first half of 2024.

However, given the coming bumper crop in Centre-South Brazil and a larger beet crop in the Northern Hemisphere, the supply situation is expected to ease in the second half of 2024. Brazil's ethanol parity is still well below sugar price, with a parity spread of over US$200 in favour of sugar.

Our Performance

In FY2023, the Feed and Industrial Products segment recorded lower pre-tax profit of US$926.7 million (FY2022: US$1.56 billion) mainly as the tropical oils business experienced weaker margins for its mid and downstream operations. The oilseeds division also saw weak crush margins in the first half of the year, arising from lower demand from the poultry and hog industries and elevated soybean prices in the second quarter. However, this was offset by better crush margins in the second half of the year. The sugar division also achieved better performance on the back of higher merchandising activities.

Despite challenging market conditions and poor hog margins, the Group recorded higher crushing volume mainly due to the resumption of Canada canola seeds imports into China in the first half of the year. Overall sales volume for the segment increased by 10% to 61.3 million MT as all the main businesses recorded a higher volume of sales.

Outlook & Strategy

Going into 2024, we expect soybean demand in China to remain soft as hog margins remain depressed.

For sugar, the refining and distribution businesses should stay supported most of 2024, as white sugar supply is expected to remain limited from key producing countries such as Thailand and Mexico. Therefore, the white premium should stay above a certain level to incentivise refining.

For tropical oils, we expect global demand to be muted but still supported by the Indonesian B35 biodiesel mandate.

OPERATIONS REVIEW

PLANTATION & SUGAR MILLING

This segment comprises oil palm plantation and sugar milling activities, which include the cultivation and milling of palm oil and sugarcane, as well as the production of compound fertilisers.

As at 31 December 2023, our total planted area for oil palm stands at 230,135 hectares (ha). Through joint ventures, we own plantations in Uganda and West Africa totalling approximately 60,000 ha. Wilmar also directly manages 36,642 ha under smallholder schemes in Indonesia and Africa, and another 170,324 ha under smallholder schemes through associates in Africa.

In recent years, we stepped up our re-planting programme and thus maintaining the average age of our plantations at a relatively young 13 years. This will support the medium to long-term growth of our plantation operations. Around 60% of the plantations are at the prime production age of seven to 18 years and 24% are at age six years and below.

We operate sugar cane and sugar beet mills in Australia, India, Myanmar and China. We are Australia's largest raw sugar producer accounting for more than half of Australia's raw sugar. Each year we crush about 15 million MT of sugarcane to make more than two million MT of raw sugar. About 80% of the raw sugar we produce is shipped to overseas markets.

We own 62.5% of Shree Renuka Sugars Limited (SRSL), the leading sugar company in India. SRSL has a cane crushing capacity of 9.2 million MT per annum and ethanol distillery capacity of 1,250 kilolitres per day. In Myanmar, we have a total sugar production capacity of 1.4 million MT and a bioethanol plant. In China, we process sugar beet in Inner Mongolia.

Our Performance

In FY2023, the Plantation and Sugar Milling segment's pre-tax profit decreased by 12% to US$500.1 million mainly due to lower profit from the oil palm plantation business as palm oil prices were lower during the year. However, this was offset by a US$231.0 million gain on disposal of Cosumar.

In oil palm plantations, poorer weather conditions and crop profile in Indonesia in the first half of the year resulted in only a marginal increase in fresh fruit bunches (FFB) production to 4.5 million MT and production yield remaining comparable at 21.0 MT per hectare for FY2023.

Firm sugar prices further supported the steady performance of the sugar milling business, with sales volume growing by 10% to 3.6 million MT and revenue increasing by 16% to US$1.50 billion in FY2023.

Outlook & Strategy

In the longer term, we see oil palm production plateauing as new plantings across the industry decrease, stemming from stricter sustainability criteria and limited availability of suitable land. However, we will continue exploring methods to increase FFB yields, without the need for further land expansion.

In the shorter term, oil palm production for the industry is expected to stay flattish in 2024 after recent years of good production as well as impact of the dry weather conditions in July and August 2023 which is expected to be felt in 2024's FFB production.

For sugar milling, the Far East premium should remain elevated due to lower production from Thailand in the first half of the year. However, we expect a larger crop in Australia, barring any negative weather events before the start of the crush season in June 2024. Overall, our sugar milling business is expected to be affected by lower sugar prices in 2024.

In FY2023, we re-planted 5,594 ha, keeping our plantations young and healthy.

INFORMATION TECHNOLOGY

Wilmar's Information Technology (IT) team plays a critical role in supporting the Group's key business transformation initiatives amidst a rapidly evolving technological landscape. In tandem with our business expansion into more dynamic and competitive markets, we continue to usher in innovative digital solutions that enhance operational efficiencies globally. Beyond functioning as an instrument of growth, the IT team also stands as our bulwark against escalating cyber threats, fortifying the company's digital infrastructure, safeguarding sensitive data and preserving the integrity of our operations.

DIGITAL INTEGRATION FOR GREATER EFFICIENCY

As we continue to deepen collaborations between our businesses and external partners, the need for seamless integration of our enterprise systems with platforms used by our partners and customers have become crucial for business success. To this end, we have connected order processing systems to expedite approvals, provide delivery status visibility, and automate invoicing for our partners and customers. Internally, we also seek to optimise production, inventory management, and quality control processes by integrating IT and Operational Technology systems which run our industrial equipment. This synchronisation enables real-time information exchange between our enterprise and production control systems, facilitating quicker responses to changing situations and helping to enhance operational efficiency and ensure product safety.

LEVERAGING ARTIFICIAL INTELLIGENCE IN OPERATIONS

We use Artificial Intelligence (AI) computer vision and Internet of Things to monitor our Food Park facilities, equipment, and on-site security. Through AI predictive analytics and machine learning, we can proactively identify and mitigate potential risks. These systems can detect patterns, predict equipment failures, and optimise maintenance schedules, thereby ensuring a safer working environment. With the advent of Generative AI and Large Language Model technologies this year, we are adopting new solutions at our internal customer service centres to more accurately define customer issues and offer effective resolutions.

MAXIMISING AGILITY WITH CLOUD TECHNOLOGY

The continuous adoption of the latest cloud technology has greatly enhanced the scalability, performance and resiliency of our enterprise systems in a cost-efficient manner. Cloud computing enables automatic allocation and reallocation of our network resources to consistently ensure high-performance levels without incurring additional cost to maintain excess capacity. Our systems on the cloud gain resiliency as workloads are distributed across multiple servers to avoid a single point of failure. We also deploy cloud-based performance monitoring tools to provide first-hand insights on the potential risk areas across our applications, infrastructure and network. This empowers us to swiftly respond to and address potential risks, reducing the time required for us to launch, market and distribute our products.

FORTIFYING OUR CYBERSECURITY

As global reliance on technology rises, concerns of the ever-increasing sophistication of cyber threats have also heightened. Wilmar adopts a risk-based approach towards cybersecurity by referencing industry-leading security frameworks to systemically address potential risks according to their threat level. Recognising that prevention is better than cure, we embed a security-first mindset across all digital activities, introducing security controls, security awareness trainings and technical capabilities to safeguard our data and processes. While there is no silver bullet in cybersecurity, we believe in a unified holistic defence involving continuous monitoring, user education, and proactive threat detection to fortify our cyber resilience.

INVESTOR RELATIONS

We are dedicated to fostering lasting connections, and upholding transparent and equitable communication with our stakeholders, which include investors, analysts and the media. To assist them in making well-informed and sound investment decisions, we deliver regular updates on the Group's strategic direction, business operations and financial performance through a variety of communications channels.

EVOLVING STAKEHOLDER ENGAGEMENT

As we move beyond Covid-19, we continue to be versatile in the ways we engage with stakeholders. During the year, the Investor Relations (IR) team, along with the management team, connected with more than 110 investors through face-to-face one-on-one and group meetings, conferences and briefings as we shifted towards in-person interactions post-pandemic. The option of online meetings through video conferences, teleconferences and virtual analyst briefings remains available to global investors. Although the Group shifted to half-yearly reporting in 2020, we continue to provide quarterly executive summaries and hold quarterly analyst briefings to update stakeholders on our performance and operations. These meetings offer a platform for the investment community to engage in discussions with Senior Management regarding the Group's strategic direction, industry trends, sustainability matters and financial performance. Any other inquiries are promptly and accurately addressed through e-mails or phone calls to the IR team.

The Covid-19 pandemic highlighted the importance of having flexible meeting formats. As such, we held our second hybrid Annual General Meeting (AGM) on 20 April 2023 in our global headquarters, providing the option for shareholders to attend the AGM either in person or virtually. This format allows shareholders globally to ask questions and vote, just as those attending in person. Shareholders could also submit questions related to resolutions via our AGM portal and to which we provided public responses ahead of the AGM. During the meeting, our Chief Financial Officer presented our financial performance, updates on our Food Park project in China, ESG initiatives, as well as business developments across the Group in the past year. The Board of Directors and Senior Management were present to address any queries and concerns raised by shareholders.

Shareholders could choose to attend our AGM, held on 20 April 2023, either in person at our global headquarters or virtually.

Our outreach efforts to the retail investing community extend to a longstanding support of the Securities Investors Association (Singapore) (SIAS) including its annual Corporate Governance Week. Additionally, we are dedicated to building relationships with sell-side research analysts and currently have 14 analysts providing regular coverage on Wilmar.

IR RESOURCES

The IR website is a key resource for corporate and stock information, financial data, policies, financial results, annual reports and significant business developments. All disclosures submitted to the Singapore Exchange (SGX) are uploaded to the Investors & Media section of the Group's corporate website (**http://ir-media.wilmar-international.com**) in a timely and consistent manner. Members of the investment community can also subscribe to our e-mail alerts and request for information through the website.

ESG INVESTING

The growing emphasis on ESG topics, particularly in relation to climate change, has seen heightened interest from the investment community in engaging with companies committed to robust ESG practices. As global awareness of climate-related risks and sustainability issues continues to grow, investors are also recognising the significance of aligning their portfolios with ESG principles. The IR team collaborates closely with the Group's Sustainability team to keep stakeholders informed about our sustainability advancements through meetings and proactive emails. Various resources, including the annual sustainability report and regular updates on sustainability-related issues, are accessible on the Group's Sustainability Dashboard (**http://www.wilmar-international.com/sustainability**).

In July 2023, we held our annual sustainability event, during which we provided key updates on our sustainability programme, climate change work, Palm COP27 roadmap, No Deforestation, No Peat and No Exploitation (NDPE) supplier monitoring programmes, conservation work, No Exploitation implementations, RSPO certification progress and No Deforestation and No People Exploitation Sugar programme. It was warmly received by more than 80 bankers, portfolio managers and analysts based in Singapore and Malaysia. During the event, we premiered a video showcasing the highlights of our 2022 Sustainability Report to give the audience key insights into the detailed report. Attendees also had the opportunity to interact directly with the team during a question-and-answer session.

In addition, we maintain regular engagement with proxy advisory service providers and ESG rating agencies, allowing us to gain insight into their voting criteria and promptly verify the accuracy of data reported on their platforms. In September 2023, we were upgraded to an 'AA' rating for our ESG performance in the 2022 assessment by Morgan Stanley Capital International (MSCI).

We acknowledge the need for us to maintain high standards in ESG reporting, transparency and accountability to our stakeholders and drive positive change in our industry. In 2023, we were ranked first and recognised as a "Leader" in the Global Child Forum's Children Rights Benchmark. We also maintained our inclusion in the FTSE4Good and Dow Jones Sustainability World and Asia Pacific Indices.

ENHANCING SHAREHOLDER VALUE

Our investment in key areas such as food parks, consumer products, rice and flour businesses will continue to enhance long-term shareholder value. In 2024, we will focus on improving efficiencies of our operations, reducing capital expenditure and extracting benefits from our past expansions, especially those that started operations in the past few years.

The Group's resilient integrated and diversified business model has helped us weather through tough operating conditions and macroeconomic uncertainties. Despite headwinds faced across various businesses, we recorded a core net profit of US$1.57 billion in FY2023 and are proposing a total cash dividend of 17.0 Singapore cents per share for the year. This represents around 52% of the Group's net profit in 2023, and maintains 2022's dividend which was the highest ordinary cash dividend paid since the Group's listing on SGX.

INVESTOR CALENDAR	
February	• FY2022 Results Briefing
March	• 26th Credit Suisse Asian Investment Conference
April	• Annual General Meeting
May	• 1QFY2023 Results Briefing • Citi Pan-Asia Regional Investor Conference 2023
July	• Wilmar Sustainability Event
August	• 1HFY2023 Results Briefing
September	• CGS-CIMB 2nd Consumer Virtual Conference 2023
October	• 3QFY2023 Results Briefing
November	• UOB Kay Hian Post Results Meeting

HUMAN CAPITAL MANAGEMENT

With a global workforce exceeding 100,000 employees, the Group's unwavering commitment to nurturing and attracting talents is ingrained in our corporate culture. We believe that our success stems from a skilled, dedicated and diverse workforce.

Empowering our people is important to us. We invest in upskilling initiatives and provide multiple pathways for our people to develop and grow together with the organisation. At Wilmar, we go beyond building an effective workforce by cultivating a sense of belonging, purpose, and belief that everyone can make a positive difference.

ENRICHING EXPERIENCES AND TRAINING OPPORTUNITIES

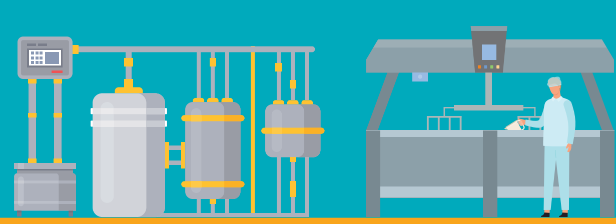
As a global agribusiness group, we offer our employees the opportunity to transcend geographical boundaries and tap into a diverse pool of insights, knowledge and expertise. Wilmar organises overseas deployments and exchange programmes for employees who are keen to gain cross-cultural perspectives.

Members of Africa management team visiting the Wilmar Kitchen Experience Centre in Hangzhou.

Employees undergoing equipment training at Wilmar's Central Kitchen in Hangzhou.

Besides travelling opportunities, we also seek to elevate the skills of our workers at their workplaces to develop them for greater responsibilities. Operating across the entire food value chain at our Central Kitchen Food Parks in China, our activities demand greater employee proficiency in production-related tasks. We see this as an opportunity to upskill our workers to take up bigger roles, providing comprehensive training on industrialised knowledge such as procurement, inventory management, food safety, on-site equipment operation, quality control and lab work.

We also work with local organisations to equip our people with relevant skills, such as the extensive training and certification programme with the Ghana National Fire Service on fire safety and crisis management at Wilmar Africa Limited.



TALENT ACQUISITION

Besides cultivating skilled workers from within, we want to be an employer of choice for prospective talents. We partner with educational institutions to tap into a pipeline of fresh graduates, providing apprenticeship and internship programmes that are structured to deliver a purposeful hands-on experience of working at Wilmar. At the end of these programmes, selected participants who are keen to pursue a career at Wilmar are offered the opportunity to join the organisation as full-fledged employees.

To-date, many initiatives such as the Wilmar Apprenticeship programme in Australia, Wilmar Africa Graduate Trainee programme in Ghana, and Graduate Engineer Trainees Programme in India have produced candidates who went on to develop their careers at Wilmar. In 2023, we also launched the Seeds Internship 2.0 at Adani Wilmar. This internship features a unique opportunity for interns to engage directly with our leadership team, offering them valuable insights on the organisation's strategic vision and core values.

Wilmar Africa Graduate Trainees in Ghana with General Manager, Shaun Yeo.

LEADERSHIP DEVELOPMENT

We place a strong emphasis on identifying and grooming leaders. Strong performers receive attention from our senior management and are given stretch assignments to prepare them for challenging roles within the Group. To place the right people in the right positions, we review succession planning to ensure that there is a ready pool of talent to take on leadership positions. Emerging leaders receive guidance in the form of individualised development plans to bridge leadership gaps and build confidence to take up greater responsibilities.

THRIVING IN UNITY

Our people are at the heart of our business and our growth is deeply rooted in the shared aspirations of our employees. To us, Human Capital Management is about nurturing collective success and we do that by tilling the ground for individual excellence.

AWARDS & ACCOLADES

CORPORATE AWARDS

Wilmar International Limited

Fortune Global 500, ranked 174th
Fortune Magazine

Forbes Global 2000: The World's Biggest Public Companies, ranked 346th
Forbes

Top 100 Singapore Brands, ranked 17th
BrandFinance®

Ranked 32nd out of 474 companies on the Singapore Governance and Transparency Index
The Business Times and the Centre for Governance, Institutions and Organisations

Asia's Outstanding Companies Poll: Outstanding Company in Consumer Staples, Singapore
Asiamoney

Highest Growth in Profit After Tax Over Three Years in Food & Beverages + Food & Drug Retailing Sectors
The Edge Singapore Billion Dollar Club

Overall Sector Winner and Highest Growth in Profit After Tax Over Three Years in Super Big Cap Companies
The Edge Singapore Billion Dollar Club

Bangladesh

Bangladesh Edible Oil Limited

- Great Place to Work® Certification
  Great Place to Work® Institute

China

益海嘉里金龙鱼粮油食品股份有限公司
Yihai Kerry Arawana Holdings Co., Ltd.

- 2023上海企业100强第12位
  上海市企业联合会、上海市企业家协会、上海市经济团体联合会
- 2023上海制造业企业100强第3位
  上海市企业联合会、上海市企业家协会、上海市经济团体联合会
- 上榜全球食品品牌价值100强(Food 100)榜单
  英国品牌评估机构"品牌金融"(BrandFinance)
- 2023年消费品工业品牌价值食品行业品牌价值Top50
  消费日报
- 中国上市公司品牌价值榜总榜TOP100
  每日经济新闻
- 上海市模范职工之家
  上海市总工会

益海嘉里(重庆)粮油有限公司
Yihai Kerry (Chongqing) Oils & Grains Co.,Ltd.

- 2023年度智能制造示范工厂
  工业和信息化部、国家发改委、财政部、国务院国资委、国家市场监管总局

益海嘉里(连云港)生物科技有限公司
Yihai Kerry (Lianyungang) Biotechnology Co., Ltd.

- 江苏省高新技术企业
  江苏省科学技术厅、江苏省财政厅、国家税务总局江苏省税务局

益海嘉里(哈尔滨)粮油食品工业有限公司
Yihai Kerry (Harbin) Oils, Grains & Foodstuffs Industries Co., Ltd.

- 2023黑龙江企业100强、黑龙江制造企业100强、2023黑龙江民营企业100强
  黑龙江省企业联合会
- 2023黑龙江大豆油脂企业10强
  黑龙江省大豆协会
- 黑龙江省数字化示范标杆企业
  黑龙江省工业和信息化厅
- 黑龙江省粮油示范企业
  黑龙江省粮食行业协会

丰益表面活性材料(连云港)有限公司
Wilmar Surfactant Material (Lianyungang) Co., Ltd.

- 国家级专精特新"小巨人"企业
  工业和信息化部
- 江苏省专精特新"小巨人"企业
  江苏省工业和信息化厅

秦皇岛金海特种食用油工业有限公司
Qinhuangdao Goldensea Specialty Oils & Fats Industries Co., Ltd.

- 河北省农业产业化重点龙头企业
  河北省人民政府
- 河北省创新型中小企业
  河北省工业和信息化厅

Ghana

Wilmar Africa Limited

- Food Manufacturing Company of the Year
  Women's Choice Awards Africa 2023
- Included in the 20th Edition of the Ghana Club 100 Awards
  Ghana Club 100

India

Adani Wilmar Limited

- Top Companies in Soyabean Processing & Export of Value-added Products
  The Soybean Processors Association of India at the 2023 International Soy Conclave
- Outstanding Performance in Food Safety at Hazira Factory
  Confederation of Indian Industry at the 13th CII Food Safety Awards

Indonesia

PT Multimas Nabati Asahan

- SNI Early Improvement Award
  Indonesian National Standardisation Agency
- Subroto Award 2023 (Performance of Biofuel Distributor)
  Ministry of Energy and Mineral Resources

PT Wilmar Nabati Indonesia

- SNI Award Silver Category (Large Organisations in Agro & Tourism Sector)
  Indonesian National Standardisation Agency
- Subroto Award 2023 (Performance of Biofuel Distributor)
  Ministry of Energy and Mineral Resources

Uganda

Bidco Uganda Ltd

- 2023 Best Visionary Manufacturing Company of the Year
  Visionaries of Uganda Awards
- Platinum Quality Excellence Award for Best Manufacturer of Edible Oils and Detergents, and the Leading Manufacturer of FMCG products in East Africa
  East Africa Brand Quality Awards

Vietnam

Calofic Corporation

- Top 10 Food Reputation Award
  Vietnam Report in collaboration with Vietnamnet Newspaper
- Top 500 Most Profitable Companies in Vietnam
  Vietnam Report in collaboration with Vietnamnet Newspaper
- Vietnamese High Quality Goods Award
  Business Research Centers and Business Support

Wilmar CLV Group

- Most Chosen Brands 2023 – Brand Owners
  Brand Footprint Report 2023

Vinh Phat Wilmar Rice Corporation

- Vietnamese High Quality Goods Award
  Business Research Centers and Business Support

SUSTAINABILITY AWARDS

Singapore

- Ranked 1st and recognised as a "Leader" in the Children's Rights Benchmark
  Global Child Forum
- Ranked 6th in the 2023 Palm Oil Benchmark for Sustainability Policy Transparency Toolkit (SPOTT)
  Zoological Society of London (ZSL)
- Ranked 8th in the 2023 Nature Benchmark
  World Benchmarking Alliance
- Ranked 13th globally in the 2023 Gender Benchmark
  World Benchmarking Alliance
- Ranked 20th in the 2023 Food and Agri Benchmark
  World Benchmarking Alliance
- Maintained inclusion in the Dow Jones Sustainability Indices (DJSI) World and Asia Pacific Index
- Retained inclusion in the FTSE4Good Index Series
- Received an 'AA' rating in the Morgan Stanley Capital International (MSCI) ESG Rating Report

China

益海嘉里金龙鱼粮油食品股份有限公司
Yihai Kerry Arawana Holdings Co., Ltd.

- ESG评价A级
  MSCI（摩根士丹利资本国际公司）
- 2023上市公司ESG最佳实践案例
  中国上市公司协会
- 2023年上市公司乡村振兴最佳实践创建活动-最佳实践案例
  中国上市公司协会
- 第十二届"中华慈善奖"
  中华人民共和国民政部
- 入选2023年标普全球可持续发展年鉴（中国版）
  标普全球（S&P Global）
- 上海市浦东新区节能低碳示范基地
  海市浦东新区科技和经济委员会
- 乡村振兴优秀案例
  新华通讯社、海南省人民政府、中国品牌建设促进会

益海嘉里（成都）粮食工业有限公司
Yihai Kerry (Chengdu) Grain Industry Co., Ltd.

- 四川省农产品加工助推乡村振兴第一批重点企业
  四川省经济和信息化厅
- 四川省绿色工厂
  四川省工业和信息化厅

益海（泰州）粮油工业有限公司
Yihai (Tai Zhou) Oils & Grains Industries Co Ltd

- 泰州市"环保示范性企业"
  泰州市生态环境局

AWARDS & ACCOLADES

益海(广汉)粮油饲料有限公司
Yihai (Guanghan) Oil & Grain Feedstuff Ltd.

- 四川省农产品加工助推乡村振兴第一批重点企业
  四川省经济和信息化厅
- 2023年度德阳市工商联系统“万企兴万村”行动先进企业
  德阳市工商联
- 助农增收先进农业龙头企业
  德阳市工商联
- 德阳市落实食品安全“两个责任”最美市场主体
  德阳市市场监督管理局

India
Adani Wilmar Limited

- Best People Practices and Excellence in Workforce Management Award at Hazira Factory
  Manufacturing Today
- Outstanding Security Performance Award
  BW Security World

Indonesia
PT Wilmar Nabati Indonesia

- Top CSR Award 2023
  Gresik Regency Government
- Best Company in Social Care
  Radar Gresik Award 2023

PT Wilmar Padi Indonesia

- Prevention and Management of Covid-19 in the Workplace
  The Ministry of Manpower of the Republic of Indonesia
- Zero Work Accidents
  Manpower and Transmigration Office of East Java Province

CONSUMER PRODUCT AWARDS

Brand	Award
Bangladesh	
Rupchanda	• The Most Loved Edible Oil Brand *Bangladesh Brand Forum*
China	
金龙鱼	• 2023年C-BPI食用油品牌力榜首 *中国北京–品牌评级机构Chnbrand* • 深圳老字号 *深圳市商业联合会、深圳市老字号协会、深圳广播电影电视集团、深圳报业集团、深圳商报* • 第十三届中国粮油榜-中国粮油最具影响力品牌 *粮油市场报*
丰厨“锅烧肉”	• 入选“十佳创新预制菜榜”和“我最喜爱的预制菜” *中央广播电视总台农业农村节目中心联合央视频共同推出的全国首《预制菜争霸赛》*
丰厨“红烧狮子头大师菜”	• 入选“十佳预制菜美味榜” *中央广播电视总台农业农村节目中心联合央视频共同推出的全国首届《预制菜争霸赛》*
Ghana	
Frytol	• Product of the Year (Manufacturing) *Chartered Institute of Marketing, Ghana* • Consumers’ Choice Brand of the Year *National FMCG Awards 2023* • Food Brand of the Year *Women’s Choice Awrds Africa 2023*
Jamaa	• Emerging Brand of the Year *National FMCG Awards 2023*
India	
Fortune	• Silver - Best Use of Influencers on Social Media *The Mommy Awards 2023*

Indonesia	
Sania	• Superbrands Indonesia 2023 (Cooking Oil, Flour and Rice Category) *Superbrands in collaboration with Grandindo Konsultama and Nielsen* • Sania (Flour & Rice), Marketing Award, Best Marketing Campaign *Majalah Marketing* • Indonesia Best Brand Awards 2023 – Most Valuable Branded Rice *SWA Media Group & MARS Indonesia* • WOW Brand 2023, Bronze Champion (Cooking Oil Category) *MarkPlus, Inc.* • Top Brand Award 2023 in Recognition of Outstanding Achievement in Building the Top Brand (Cooking Oil & Rice Category) *Frontier Consulting Group and Majalah Marketing* • Top Social Media Award 2023 (Sania Rice) *Majalah Marketing*
Fortune	• Fortune Cooking Oil, Marketing Award, Best Marketing Campaign *Majalah Marketing*

Nigeria	
Devon King's	• Most Innovative Cooking Oil Brand of the Year 2023 *Brand Communicator* • Edible Oil of the Year 2023 *MediaConsortium Award* • Most Outstanding Cooking Oil Brand of the Year Award *Women in Marketing and Communications Conference Awards 2023* • Consumer Promotion of the Year – 2nd Position *Advertisers Association of Nigeria*
Mamador	• Most Outstanding Cooking Oil Brand in Consumers Engagement *Brand Communicator* • Best Value-for-money Butter Brand 2023 *BrandXchange Consumers Value Awards*

Uganda	
White Star Laundry Bar	• Best Laundry Soap *People's Choice Quality Awards 2023* • Best Washing Bar Soap in Uganda – Platinum Winner *Consumers Choice Awards 2023*
Magic Detergent	• Best Detergent *People's Choice Quality Awards 2023* • Best Washing Detergent Powder in Uganda – Platinum Winner *Consumers Choice Awards 2023*
Fortune Butto	• Best Oil *People's Choice Quality Awards 2023* • Best Cooking Oil in Uganda – Platinum Winner *Consumers Choice Awards 2023*

Vietnam	
Simply	• Top 10 Most Chosen Packaged Food Brands by Consumer Reach Points *Brand Footprint Report 2023*

Zimbabwe	
Puredrop	• 1st Runner Up in the Cooking Oil Sector 2023 *MAZ Superbrands*
Buttercup	• Winner in the FMCG Spreads Sector 2023 *MAZ Superbrands*
Olivine	• 2nd Runner Up in the Cooking Oil Sector 2023 *MAZ Superbrands*

SUSTAINABILITY

OUR APPROACH TO SUSTAINABILITY

Being a prominent player in the global agrifood industry with a footprint spanning the entire value chain, Wilmar holds a strategic advantage in utilising our resources and knowledge to generate positive outcomes for our stakeholders in all our operational areas. We remain dedicated to delivering conscientious and eco-friendly agricultural and feed products that protect the welfare of both humanity and our environment.

Wilmar's sustainability commitments are centred on four key pillars which steer the formulation of strategies aimed at enhancing performance across all our business segments:

- Environmental protection and conservation
- Prioritising people and communities
- Responsibility to consumers
- Supply chain transformation

Our No Deforestation, No Peat, No Exploitation (NDPE) Policy introduced in 2013, as well as our No Deforestation, No People Exploitation Sugar Policy introduced in 2021, underpin our aspiration to make a positive impact and drive transformation across the palm oil and sugar sectors. They serve as the blueprint for our global operations, supplemented by other sustainability-related policies and frameworks that extend across various aspects, including environmental, human and labour rights, health and safety, equal opportunities, women empowerment, safeguarding children and ensuring food safety.

These policies and frameworks are available on our Sustainability Dashboard (**https://www.wilmar-international.com/sustainability**).

Wilmar employee at an oil palm plantation in Indonesia

Wilmar's riparian zone in Sabah, Malaysia.

ENVIRONMENTAL PROTECTION AND CONSERVATION

As a frontrunner in the industry, we believe in leading by example. We were an early adopter of identifying High Conservation Value (HCV) areas and designating them as protected zones.

BIODIVERSITY AND CONSERVATION

Protecting Conservation Areas

Building upon our overarching NDPE Policy, we are committed to the preservation of biodiversity within our operations and supply chain. Our environmental protection efforts are guided by two primary goals:

- Manage and sustain biodiversity and ecological functions existing within conservation areas in Wilmar-owned operations and across the wider landscapes where we operate
- Strive to provide technical guidance and support for our stakeholders, including our suppliers, enabling the mainstreaming of biodiversity conservation in the plantation landscape

Upholding our commitment to No Deforestation and No Peat throughout our entire palm supply chain, we seek to increase yields and extraction rates to meet production demands without further land-clearing activities. To date, we have maintained a total conservation area of over 32,000 hectares across the Group.

The preservation of these conservation areas is contingent upon ongoing assessments conducted for our palm oil operations, which entail monitoring all identified HCV and High Carbon Stock (HCS) areas. This crucial evaluation work is carried out by a dedicated team of qualified High Carbon Stock Approach (HCSA) practitioners, along with licensed HCV-HCSA assessors.

We also collaborate closely with local communities, civil society organisations, governments and suppliers to ensure the effective management of conservation areas within Wilmar's operations as well as the surrounding landscapes. Similar principles are applied to our sugar operations, where we stipulate that all sugarcane farm development activities must demonstrate their non-involvement in HCV areas or areas that hold international or national legal protection.

Sekar Imej Conservation Area (SICA) in Sabah Malaysia.

SUSTAINABILITY

Protecting Peatlands

Peatlands play a vital role in climate change mitigation given their capacity to store more carbon than all other forms of vegetation combined. These carbon-rich peatlands can pose a fire risk when drained or exposed to dry conditions, potentially releasing substantial amounts of trapped carbon into the atmosphere. Since the implementation of our NDPE Policy, we have prohibited any new development on peatlands while working with experts and local communities to explore viable solutions for peatland restoration, recognising the opportunities and benefits they offer, such as the reduction of greenhouse gas (GHG) emissions.

We apply best management practices outlined by peatland experts and the Roundtable on Sustainable Palm Oil (RSPO) in the 1% of our total planted palm area that is classified as peat. These practices encompass measures like maintaining optimal water tables to minimise peat subsidence and the release of carbon dioxide.

In addition to our on-ground efforts, we are actively involved in knowledge-sharing platforms and multi-stakeholder initiatives, such as the Fire Free Alliance, and contribute to peatland conservation endeavours. We also support the targets set forth by the Indonesian Peatland Restoration Agency (Badan Restorasi Gambut).

Fire Prevention, Monitoring and Suppression

We have been using an integrated fire monitoring platform since 2020 to monitor our operations. The platform automatically acquires hotspot data and transmits it to our field managers through a web-based instant messaging application. Developed by our in-house geographic information system team, this platform is now used in Indonesia, Ghana, Malaysia and Nigeria.

In addition to our proactive monitoring, we maintain a close partnership with the RSPO to exchange fire-related data and verify hotspot notifications through the RSPO Hotspot Monitoring Programme. Our response teams are immediately dispatched to extinguish fires if there are confirmed incidences.

Fire suppression training for employees in Africa.

CLIMATE CHANGE

Climate change presents a substantial risk to our planet, affecting livelihoods and agricultural activities, with the potential to jeopardise food production and security. As we explore avenues to enhance our business resilience, we continue to strengthen efforts to mitigate the repercussions of climate change.

We are committed to the progressive reduction of GHG emissions stemming from our operations, as we align with global efforts to mitigate climate change. Across all our business segments, we are working to reduce GHG emissions through various initiatives. We signed up to the Science Based Targets initiative (SBTi) and are committed to both near-term and net-zero emission targets. We are developing timebound plans over the next year to outline our strategy and approach to achieve comprehensive targets that are consistent with a 1.5°C pathway aligned with the SBTi.

We will continue to proactively address the evolving risks and opportunities in relation to our operations.

ENERGY CONSERVATION AND EMISSION REDUCTION TO CREATE LOW-CARBON FOOD PARKS IN CHINA

Our food parks are located close to our existing manufacturing complexes to optimise use of resources by sharing equipment and common facilities like electricity, sewage treatment and storage. In terms of food park design, we prioritise green building and sponge city principles by incorporating environmentally friendly materials such as steel structures and recyclable metal wall panels. Additionally, we allocate space for photovoltaic power generation.

Our first food park in Hangzhou is strategically positioned as it is not only connected through highways but also leverages waterway transportation for logistical operations. In engineering development, we have implemented independent metering for each unit in our factories. In addition, we utilise intelligent monitoring systems for central air conditioning and refrigeration storages, as well as the sharing of steam and compressed air within our factories. This holistic approach ensures a comprehensive and sustainable reduction in energy consumption.

To enhance our energy management capabilities, we have introduced automatic energy statistics and settlement functions. These tools enable precise tracking and analysis of energy usage. In logistics and transportation, we have installed new energy infrastructure and deployed energy-efficient vehicles, as well as an intelligent warehouse management system. We also use modern processing technology and advanced cooking equipment to standardise operations, management and maintenance to minimise food waste during production.

Equipment maintenance at Hangzhou food park.

SUSTAINABILITY

ENVIRONMENTAL FOOTPRINT OF OUR OPERATIONS

Recognising the importance of efficient use of natural resources like water and energy, we actively endorse and employ effective strategies to ensure sustainable production. Our commitment to reduce the environmental footprint of our activities is outlined in our Environmental Policy. We adopt practices that involve the reuse, recovery, and recycling of waste materials, while responsibly managing waste, effluents and chemicals. In all the countries where we conduct our operations, we fully adhere to the local environmental laws and regulations.

The predominant source of renewable energy in our palm oil and sugar upstream operations is biomass, primarily derived from our operational waste. In our palm oil mills, the main energy sources are by-products of the milling process, such as empty fruit bunches (EFB), kernel shells, and mill fibre. In our sugar milling operations in Australia and India, the primary source of fuel for powering our mills is cane bagasse. In Australia, we are one of the largest producers of renewable biomass energy.

EFB recycling in Malaysia.

In our factories, we use a range of diverse technologies to decrease our energy consumption, enhance energy efficiency and reduce our dependence on non-renewable energy sources. These technologies include steam condensate recovery, waste heat recovery of exhaust gas, steam residual pressure power generation and rooftop solar. These initiatives also help to significantly reduce GHG emissions.

When it comes to managing water use in our oil palm plantations, we adopt a holistic lifecycle approach in the planning and operation of our mills. Where water usage is particularly high, such as for nursery irrigation and household needs, we have put in place water-conserving practices. These include rainwater collection and the recycling of wash water. These measures contribute to a reduction in water consumption and yield long-term cost savings.

We have implemented comprehensive measures to safeguard the quality of discharged water. This involves the identification of priority substances of concern within water discharges, ongoing monitoring, and the regular reporting of our progress in reducing significant pollutants. We adhere to all discharge limits stipulated in the local regulations of the countries where we conduct our operations.

Furthermore, we adhere to the principles of a circular economy and are committed to minimising waste generation. In our upstream palm activities, all waste generated is recovered and reused. Organic waste, including materials like EFB, mesocarp fibre and palm kernel shells, is utilised as either fuel or organic fertiliser. Similarly, in our sugar milling operations, cane bagasse serves as a primary fuel source for our boilers, while other by-products such as press mud, ash, sludge, and yeast sludge are applied for soil enhancement purposes. We also follow the waste management hierarchy in our factory operations, striving to minimise waste sent to landfills. Where feasible, we adjust our factory production processes to maximise waste recovery and reduce landfill-bound waste.

SUSTAINABLE PACKAGING

Our packaging R&D teams engage with the broader industry to develop packaging solutions that use the least materials possible and are reusable or recyclable by end-users. We continuously assess and enhance the sourcing criteria for the materials we procure to ensure they originate from sustainable sources.

We tailor packaging solutions and sustainable strategies to align with distinct local regulations and customer preferences, as each operating region actively contributes to our progress in sustainable packaging. Through the establishment of regional packaging sustainability committees and regular progress meetings, we continue to evaluate and improve on our packaging solutions for consumer products, seeking to introduce recycled or recyclable materials that helps to reduce waste.

PRIORITISING PEOPLE AND COMMUNITIES

Wilmar is a multinational group with a global footprint and a diverse workforce of various nationalities and cultural backgrounds. We maintain a steadfast commitment to safeguarding the human rights and labour standards of our employees and the local communities where we operate. We recognise and support the inherent dignity of every individual.

HUMAN RIGHTS AND LABOUR STANDARDS

We are committed to upholding human rights in accordance with the principles outlined in the United Nations (UN) Declaration of Human Rights, International Labour Organisation (ILO) Core Conventions on Labour and the UN Guiding Principles on Business and Human Rights. We strive to ensure that these principles are applied across our entire value chain, encompassing all parties and individuals.

In addition to these global standards, we strictly adhere to local, national, and ratified international laws. In instances where local legal frameworks are not yet established, we commit to uphold international best practices as well as Wilmar's policies.

HUMAN RIGHTS POLICIES AND FRAMEWORKS

We published our Human Rights Framework in 2019 in accordance with the guidelines established by the Organisation for Economic Co-operation and Development (OECD). The framework offers guidance on the application of all principles, including due diligence mechanisms for identifying, preventing, mitigating and accounting for our impacts on human rights as well as remediating any adverse impacts.

Our Human Rights Framework outlines several procedures and policies including Wilmar's NDPE Policy, Human Rights Policy, Whistleblowing Policy, Grievance Procedure and No Exploitation Protocol.

We continue to work closely with human rights experts and civil societies as they help to solicit feedback on our approach, track our progress and ensure that we are kept abreast with insights that reflect current contexts. By incorporating valuable input from key human rights experts, we were able to develop our Group-level Human Rights Defender Policy in 2021. As part of ongoing initiatives to advocate human rights, we have been collaborating with our technical partner and expert, Verité, to strengthen labour rights in our supply chains. As an independent non-profit organisation, Verité provides support for us to better understand our systemic labour and human rights risks, potential root causes of child labour, the relationship between work and compensation practices, and emerging labour issues.

Community engagement at SICA, Sabah, Malaysia.

LIVING WAGE

We are committed to ensuring that 100% of our employees, contractors, and suppliers are paid a living wage by conducting comprehensive assessments throughout our operations. Similarly, we verify that our suppliers adhere to living wage standards through our Supplier Reporting Tool (SRT). Our assessments are based on living wage frameworks specific to the countries where we operate, such as the Global Living Wage Coalition, Wage Indicator Foundation, Massachusetts Institute of Technology Living Wage Calculator, and the RSPO Living Wage Benchmark.

Wilmar has co-chaired the RSPO Living Wage Task Force (LW TF) since 2021. Together with LW TF, we develop living wage benchmarks with stakeholders for the different regions in which RSPO operates. This follows the RSPO Guidance for Implementing a Living Wage, which was published in 2020 with Wilmar's input.

In countries where living wage is not clearly defined, we ensure that our workers receive at least the minimum wage and access to various benefits such as non-mandatory savings schemes, free childcare and complimentary transport services. Additionally, for our employees stationed in remote areas, Wilmar provides free housing, facilities and benefits to support their well-being.

RECRUITMENT OF WORKERS

In our palm oil operations in Malaysia and Indonesia, we recruit workers directly, bearing all recruitment fees and related costs to prevent human trafficking and forced labour. This proactive stance mitigates common issues faced by foreign workers within the agricultural sector such as contract misrepresentation and debt bondage due to exorbitant recruitment fees charged by agents. In situations where recruitment agencies are involved, they are solely engaged to assist in documentation processes.

We employ contracted agents in Ghana and Nigeria for logistical and administrative functions. All matters related to salaries and remuneration are managed directly with workers to minimise risks of exploitation.

PROTECTING CHILDREN'S RIGHTS IN OUR SUPPLY CHAIN

Child labour, exploitation, and any form of abuse are not tolerated, and we are deeply committed to safeguarding and upholding the rights of children across our operations. We place particular focus on our oil palm upstream operations, where the risk of child labour is highest.

In 2017, we published our Child Protection Policy, which sets out our commitment to protect the rights of children within our plantations and within the operations of our suppliers and contractors. Since 2018, we have been conducting annual child safety assessments for our upstream palm operations in Malaysia and Indonesia, and have since expanded this to our operations in Africa from 2020. These assessments are carried out by an internal team independent of the plantation reporting structure. Their purpose is to identify potential risks to children, address recurring issues, and document the programmes or interventions in place to enhance overall child safety.

Together with our Women's Working Groups (WoW) in plantations, we studied health records within our plantation clinics to gain insights and pinpoint any potential areas of concern related to the well-being of mothers, infants and children.

Additionally, in collaboration with Business for Social Responsibility (BSR) and consumer companies such as Nestlé, Colgate-Palmolive, PepsiCo, Neste and Procter & Gamble, we developed a comprehensive Child Protection and Safeguarding Implementation Manual. It serves as a functional resource for understanding the universal rights and protection of children, with a specific focus on application within the broader agricultural industry.

We provide free and quality education to children in our plantation operations, recognising education as the cornerstone for poverty eradication and the enhancement of lives. We have built schools and crèches in all of our plantations to cater to the needs of younger children.

In 2023, Wilmar received recognition from the Global Child Forum, a Swedish non-profit foundation, for topping the 2023 Benchmark Report Global Leaderboard. This distinction positioned Wilmar as the global leader among 795 of the world's most influential companies that underwent assessment.

Sharing session at a Nature School in Indonesia.

EMPLOYEE HEALTH, SAFETY AND WELL-BEING

In 2023, we continue to prioritise and enhance our commitment to creating a robust culture of safety across our extensive operations. We acknowledge the diverse range of tasks our workers undertake, including harvesting, operating heavy machinery, and transporting goods, making the maintenance of strict health and safety protocols imperative. The overarching goal is to safeguard the fundamental rights of employees and workers, ensuring their well-being while fostering a healthy, motivated and productive workforce.

Key Initiatives and Achievements:

1. **Serious Injury and Fatality Reduction**: We have reduced Fatality and Permanent Disability incidents by 50% through risk-based programmes. Initiatives include targeted programmes addressing work at height, confined space, electrical safety and lockout-tagout. We actively engage in construction safety measures to mitigate risks associated with diverse operations.

2. **Safety Leadership Development**: We place a strong focus on making frontline managers effective safety leaders. Over 1,500 leaders have completed the safety leadership programme. Safety committees, chaired by site managers, actively participate in Environment, Health, and Safety (EHS) walkabouts, reinforcing the importance of safety at the workplace.

3. **Risk Based Programmes**: We are exploring the integration of technology and Artificial Intelligence to enhance workplace safety. Site-specific lost time injury intervention programmes have been initiated, along with the establishment and deployment of life-saving rules in plantations and palm oil mills. Construction safety management standards have been issued, and a global permit-to-work system is being implemented.

4. **Open Reporting Culture**: We are fostering an open reporting culture supported by the Enablon platform, where we maintain a 100% closure rate for all reported events. We are proactively reporting and monitoring potential serious injury and fatality incidents, demonstrating a commitment to preventing more serious incidents.

5. **Integrated EHS Management Systems**: We are implementing effective integrated EHS management systems to showcase legal compliance and continual improvement in EHS performance. Twelve lead auditors have been qualified, and 16 sites have successfully undergone the Global EHS Audit Programme in 2023. Approximately 20% of Wilmar sites have been certified in either ISO 14001, ISO 45001 or both. Construction safety audits are being intensified; major oleochemical sites audited by Dupont Safety Resources in PSM (Process Safety Management).

6. **EHS Awareness and Competency**: We are actively enhancing EHS awareness and competencies among our workforce through learning and development programmes. Over 10,200 EHS courses have been delivered through the Learning Management System. Plantations have developed specialised competency programmes for plantation workers focusing on harvester, motorcycle, and tractor safety.

SUSTAINABILITY

We are on a journey to cultivate a robust safety culture that goes beyond fundamental compliance with rules and regulations. The emphasis is on a collective commitment to the well-being of our workforce. Our progress is evident in the implementation of targeted risk-based programmes, leadership development, risk management practices, an open reporting culture, integrated management systems, and continuous efforts to enhance awareness and competencies in EHS across our operations. Our dedication to safety underscores our commitment to the health, safety and welfare of our employees, fostering a safe, healthy and productive working environment.

Employee safety training at an oil palm plantation in Sabah, Malaysia.

DIVERSITY AND INCLUSION

At Wilmar, we believe that it is essential to foster a diverse and non-discriminatory work environment with equal opportunities to attract top talent and empower employees to reach their fullest potential as unique individuals. The diversity within our workforce brings forth fresh and unique perspectives that enable us to better serve our wide customer base.

We have established policies such as the Equal Opportunity Policy and the Board Diversity Policy, among others, to build an inclusive organisation. Every Country Head and Business Head in Wilmar is responsible for ensuring that diverse and inclusive practices are consistently implemented in the workplace.

In Australia, we are committed to develop an Indigenous Recognition Plan and we are proud members of the Diversity Council Australia Limited, an independent organisation at the forefront of promoting equitable diversity and inclusion in the workplace. We also run an apprenticeship programme that welcomes both young men and women to apply and be evaluated based solely on their individual merits.

Recognising the importance of empowering women within our workplace, and fostering a fair and inclusive environment for their growth, we launched our Women's Charter in 2019. This charter outlines our commitment to upholding women's rights and ensuring their well-being, all while considering the diverse work environments within Wilmar, including plantations, factories and offices. This Charter, which applies globally across our operations, is supplemented by several other policies, including the Sexual Harassment, Violence and Abuse, and Reproductive Rights Policy.

Our Women's Charter outlines five key focus areas:

- Protection and care of female health
- Care of family life and welfare
- Protection from sexual harassment and violence
- Non-discriminatory, fair and equal opportunities at work and in worker representation
- Continuous education for personal and family life improvement

Wilmar started establishing women's committees within our oil palm plantations back in 2007. In April 2019, we set up the Women's Committee Steering Group to ensure that there is consistency and alignment across our operations in relation to the five key focus areas. Today, we have WoWs or Gender Committees at all our oil palm plantations in Indonesia, Malaysia, Ghana and Nigeria.

WoW has launched initiatives for the well-being of women, including training sessions that raise awareness on topics such as reproductive rights, birth control, and the importance of regular screenings for breast and cervical cancer. We are committed to ensuring equal access to health services and have distributed maternal health cards to help women track their prenatal health indicators.

We provide training and group sessions on topics such as childhood nutrition and childhood diseases. We also collaborate with local hospitals and health authorities to conduct health-related campaigns that emphasise the need for childhood vaccinations.

To ensure the safety and well-being of children in our care, we have established crèches on our plantations. These crèches provide a secure environment for children while their parents are at work. To further enhance the safety of our crèches, we maintain registration and attendance records that also include vaccination history. Through these crèches, we ensure that all the children receive the necessary and mandatory immunisations.

Our WoWs and Gender Committees also serve as channels for addressing and investigating cases related to sexual harassment. We have organised training sessions in Malaysia and Indonesia to enhance knowledge and understanding of gender-based violence and sexual harassment.

Group session on support systems for female workers in Sabah, Malaysia.

TALENT MANAGEMENT

With a global workforce of approximately 100,000 individuals spanning 38 countries and regions, our people are the cornerstone of our success. At Wilmar, our priority is to not only attract and retain the right talent throughout our business and value chain, but to also create a workplace that is engaging, inclusive and aligned with the highest standards of human and labour rights across our supply chain. We recognise the importance of harnessing local talent, knowledge, and networks, and thus, we value the employment of locals in our overseas operations.

In our upstream operations, particularly in sugarcane plantations and sugar mills where sugarcane is a seasonal crop, we engage temporary workers to fulfil seasonal harvest needs, time-bound tasks, or specialised positions.

Irrespective of their employment status, we ensure that all our employees have access to essential benefits such as healthcare, parental leave, life insurance, as well as disability and invalidity coverage.

We continue to offer diverse courses through our e-platform, addressing different employee groups. Our ongoing initiative involves building a comprehensive training framework to equip employees with essential soft skills and technical knowledge for career advancement. Tailored entry-level courses are being developed through Litmos, a corporate training platform that can be accessed globally. Advanced training courses focus on technical and leadership skills, fostering exchanges and knowledge sharing between Wilmar employees across different countries and regions.

ECONOMIC AND COMMUNITY CONTRIBUTIONS

For long-term success at Wilmar, we place great emphasis on supporting and empowering the surrounding communities in our operational areas. We have a range of rural development programmes on education, healthcare and other aspects.

The establishment of our oil palm estates have resulted in the development of infrastructure such as roads, electricity and safe drinking water in remote rural areas. We also contribute to rural development by providing stable employment opportunities and building schools, workers' housing and improved road networks for better accessibility to and within our plantations.

Our independent smallholder programmes are tailored to meet the specific needs and challenges faced by farmers in different countries. For instance, in Malaysia, support is focused on the provision and application of fertilisers, while in Ghana, the emphasis is on guiding farmers on best agronomic practices. Our programmes also assist farmers to achieve relevant certifications, although this is not the exclusive objective.

Our programmes ensure that all participating smallholders have access to a platform which helps enhance their livelihoods and provides guidance for them to comply with our NDPE policy through the sharing of expertise and best practices. For our sugar outgrowers, we have implemented training programmes on good farming practices such as land preparation, planting systems, cane nutrient requirements, fertiliser application, weed control and the safe handling and application of chemicals.

SUSTAINABILITY

We empower our subsidiaries to independently manage their economic and social contributions that align with the specific needs of the local communities. Each subsidiary manages its own programmes, which may include cash donations, employee volunteering, or employee workplace giving.

YIHAI STUDENT SUPPORT CENTRE

The "Yihai Student Support Centre" is a joint philanthropic initiative led by Yihai Kerry Arawana in collaboration with the Arawana Foundation. Rooted in a unique model of orphan assistance, the programme places paramount importance on the fundamental concept of "mother's love," cultivating a nurturing and familial environment for children to develop under its care. Across various locations in Jiangsu province, Shandong province, and Hebei province, the Student Aid Centres have become vital hubs of positive transformation, extending support to over 414 beneficiaries. Through our sponsorship, we are also proud to contribute to the education of 109 youths in high schools, universities, or technical skills training. To-date, 66 individuals from this programme have already successfully transitioned into full-time employees at Wilmar, underscoring the initiative's success in providing these young minds with a springboard to a promising future.

Mr Lim Siong Guan, Wilmar's lead independent director, with students from the Yihai Student Support Centre.

SUPPLY CHAIN TRANSFORMATION

Our commitment to sustainability goes beyond our own operations, extending throughout our entire supply chain. Responsible sourcing and supply chain transformation are strategic priorities for Wilmar.

We recognise our responsibility and capability to guide and influence our supply chain, which contributes to our environmental and social impact. As such, we are committed to maintain close engagement and collaboration with our suppliers to realise sustainable agriculture and food production.

We have implemented traceability and transparency initiatives in our palm oil and cane sugar supply chain. Through monitoring efforts and capacity-building programmes, we ensure that our suppliers stay in compliance with Wilmar's sustainability commitments. Suppliers are expected to uphold basic principles related to legal compliance, business integrity, labour and human rights, environmental protection, as well as product quality and safety.

In 2023, we released the Palm NDPE Implementation Annual Report in conjunction with our annual Sustainability Report, which provides a clear account and progress of our sustainability efforts.

RESPONSIBLE SOURCING IN OUR PALM OIL SUPPLY CHAIN

We have in place an extensive traceability programme since mid-2013 to support the implementation of our NDPE commitments, as a substantial portion of our footprint is linked to third-party suppliers. Information regarding our suppliers is publicly available through the traceable supply chain section on our online Sustainability Dashboard. We release comprehensive data on this platform, including details about the parent company, mill or refinery/trader/bulker name, location, percentage of traceability to the mill and plantation, as well as information on progress related to sustainability.

Our SRT allows us to actively monitor each mill supplier for compliance with our NDPE commitments and our Supplier Group Compliance Programme employs satellite technology to monitor both our direct and indirect supply chain.

STRENGTHENING OUR SUSTAINABILITY COMMITMENTS IN OUR SUGAR SUPPLY CHAIN

Being one of the world's leading sugar producers, it is crucial for us to establish a robust sustainability commitment for our sugar supply chain.

The implementation of our NDPE Sugar Policy has enabled us to be benchmarked against the Sustainable Agriculture Initiative Platform (SAI Platform) and recognised by the industry. Farm Sustainability Assessment (FSA) 3.0 by the SAI Platform has recognised Wilmar's NDPE Sugar to be equivalent to FSA Gold Level which is the highest possible level for outstanding sustainable farming practices against the FSA.

We engage with our suppliers and buyers through awareness and capacity-building programmes to foster inclusivity for smallholder sugarcane growers, as well as promote recognition and the adoption of the NDPE Sugar Policy. This collaborative effort is further supported by the monitoring of our mill suppliers using the SRT. This allows us to identify potential areas for collaboration with our suppliers to enhance sustainability and ethical practices within the sugar industry.

Sugarcane farm in Australia.

RESPONSIBILITY TO CONSUMERS

We remain committed to the development of products that are beneficial to the health and well-being of our consumers. Continuous innovation, R&D and transparent product marketing and labelling reflect our commitment towards delivering product excellence which meets the highest and most stringent standards of product quality and safety.

RESEARCH AND DEVELOPMENT

Our key strategic focus continues to revolve around the adoption of innovations and cutting-edge technologies. To bolster our R&D initiatives, we established strategic partnerships with leading experts, academic institutions, and research centers in Australia, China, New Zealand, and Singapore among others. These collaborations unlock access to a global pool of talented individuals, accelerating our research and innovation efforts.

In partnership with Jiangnan University, we have conducted microbiological safety tests on fermented protein feed, encompassing assessments for endotoxins and antibacterial efficacy. Our collaborative efforts extend to esteemed institutions such as the China Agricultural University, Zhejiang University, Shanghai Ocean University and Guangdong Academy of Agricultural Sciences. These collaborations aim to develop fermented protein feed tailored for different animals. Our products have gained substantial market acceptance due to their exceptional quality and innovative application methods. During the initial product launch phase, we achieved monthly sales exceeding 10,000 tonnes.

We have also collaborated with the China Agricultural University to pioneer application methods for fermented protein feed in poultry, swine and aquaculture. The adoption rate of fermented protein feed in this project has risen from 0 to 5%, leading to a significant 15% increase in farmers' income.

Improving Yields and Reducing Pressure on Land Use

We continue to develop and apply our cloning programme to increase yields without the need for further land expansion. These programmes involve the identification and selection of oil palm varieties based on various criteria, including yield performance. We anticipate that these variations will lead to yield improvements of up to 30%. To support this effort, our oil palm clonal lab in Central Kalimantan, Indonesia, is scaling up production with the goal of reaching 500,000 clonal palms annually by 2026.

In collaboration with the Temasek Life Sciences Laboratory (TLL), we are conducting research to apply genetic screening techniques, which could potentially reduce the palm breeding cycle by halving its duration compared to conventional methods. Field tests are currently underway, focusing on selected genetic markers and their correlation with fresh fruit bunch (FFB) yields in sampled palms.

Furthermore, TTL is conducting tests on DNA markers linked to Ganoderma resistance and drought-tolerant oil palm varieties at seeding stage.

Wilmar Sugar Australia (WSA) is actively working to identify 'super' parent plants that carry additive traits contributing to improved sugarcane yields and higher sugar content in their progeny. As part of its breeding programme, WSA is experimenting with the use of Genomic Selection technology by using Single Nucleotide Polymorphism (SNP) chips to further enhance our sugarcane varieties.

Improving Nutrition

In 2023, we completed our first five-year WIL@NUS Corporate Laboratory programme with the National University of Singapore (NUS) and the National Research Foundation (NRF). All projects in Cluster 1 (clinical trials) and Cluster 2 (Biotransformation) achieved their respective milestones. To ride on the success of our first programme, we are now establishing a second 5-year collaborative research programme with NUS and NRF, focusing on enzyme development and biotransformation processes.

Similarly, in New Zealand, Goodman Fielder introduced a new range of plant-based chicken products. These products have received a 4-star rating from the health star rating system due to their high protein content and low levels of saturated fat. These products are free from artificial flavourings and colours.

R&D in the WIL@NUS Corporate Laboratory programme.

PRODUCT QUALITY AND SAFETY

Wilmar has established several policies to uphold the quality and safety of our food products while maintaining compliance with regulatory standards. These policies include the Food Safety Policy, the Food Fraud Policy, and the Food Defense Policy. We are committed to ensure that our food products consistently meet rigorous quality and safety standards.

A large portion of our food and food ingredient facilities hold certifications from food safety certification schemes accredited by the Global Food Safety Initiative (GFSI). These certification schemes include:

- Food Safety System Certification 22000 Scheme
- United Kingdom: British Retail Consortium Global Standard for Food Safety
- United States: Safe Quality Food

RESPONSIBLE MARKETING AND LABELLING

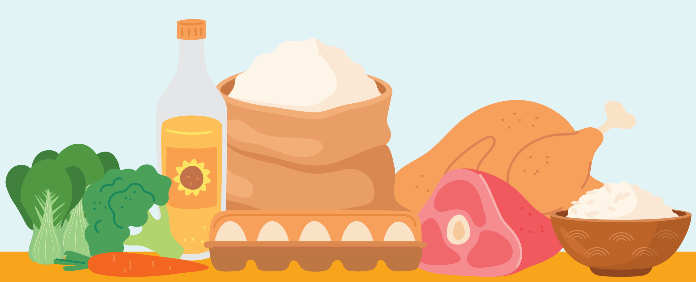
Wilmar practices responsible product marketing and labelling. We maintain a commitment to ethical standards and adhere to all relevant legal and regulatory requirements in the regions where we operate. We avoid targeting children in our sales and marketing efforts, among other responsible marketing practices.

CONSUMER HEALTH AND WELL-BEING

We seek to address consumers' needs, particularly in emerging markets, by offering access to healthy, nutritious, and cost-effective food. We achieve this through continuous innovation and enhancements to our products, adding nutritional attributes to meet evolving consumer preferences.

Our consumer brands, distributed both wholesale and directly to consumers, are recognised for their quality. Our wide range of edible food products caters to over five billion consumers worldwide. This diverse product line includes vegetable oils, sugar, flour, rice, noodles, specialty fats, snacks, bakery items, dairy products, and more.

We take a targeted approach by understanding consumer requirements and preferences and aligning them with the ever-evolving field of nutritional science. This approach guides us in creating market-leading, nutritious food products that meet consumer demands.



RESPONSIBLE BUSINESS PRACTICES

We pursue a culture of ethical and responsible business conduct, recognising it as a key element of every successful business. We ensure that all our employees worldwide comply with applicable laws and regulations, while also conforming to Wilmar's internal policies. This goes towards building and maintaining the trust and confidence of our stakeholders.

BUSINESS ETHICS AND COMPLIANCE

Excellence in business ethics and regulatory compliance is strongly emphasised across our global operations. This effectively guides decision-making and employee conduct to uphold the highest standards of integrity. Our directors and employees are provided with comprehensive training programmes and guidance on our corporate policies, which include our Code of Conduct, Code of Ethics, Anti-Fraud Policy, Anti-Bribery and Corruption Policy, and Whistleblowing Policy. These policies have all been thoroughly reviewed and approved by our Board of Directors.

Wilmar's Tax Policy outlines how all companies within the Group manage their taxes in a responsible and credible manner and are in compliance with all relevant tax regulations.

Our Whistleblowing Policy establishes a framework for employees and external parties with business relationships with Wilmar to report concerns or incidents of corporate improprieties in confidence, without the fear of reprisal. The policy outlines the investigation and verification process, followed by the determination of follow-up actions.

Wilmar does not make any direct or indirect contributions to political parties, political associations, or political candidates. We recognise employees' rights to engage in the political process as individuals, provided they comply with our Code of Conduct and other relevant Group policies.

BOARD OF DIRECTORS

From left:
Juan Ricardo Luciano, Gregory Morris, Soh Gim Teik, Kuok Khoon Ean, Kishore Mahbubani, Teo La-Mei, Lim Siong Guan, Kuok Khoon Hong, Pua Seck Guan, Kuok Khoon Hua, Chong Yoke Sin, Teo Siong Seng, Cheung Chi Yan Louis, Jessica Cheam and Tong Shao Ming

KUOK KHOON HONG, 74
Chairman and Chief Executive Officer
Executive and Non-Independent Director

Date of first appointment as Director
24 March 2006

Date of appointment as Chairman
14 July 2006

Date of last re-election as Director
15 April 2021

Length of service as Director
17 years 11 months

Board Committee(s) Membership
- Executive Committee – Chairman
- Share Purchase Committee – Chairman
- Nominating Committee – Member
- Risk Management Committee – Member
- Board Sustainability Committee – Member

Present directorship(s) in other listed company(ies)
- Shree Renuka Sugars Limited – Non-Executive and Non-Independent Director
- Yihai Kerry Arawana Holdings Co., Ltd – Chairman and Director
- Adani Wilmar Limited – Vice Chairman and Director (Non-Executive)

Present principal commitment(s)
- Wilmar International Limited – Chairman and Chief Executive Officer

Other commitment(s)
- Perennial Holdings Private Limited – Director
- Perennial Group Private Limited – Director

Past principal commitments(s) including directorship(s) held over the preceding five years
- Nil

Working and professional experience
- Extensive experience in the agribusiness industry and has been involved in the grains, edible oils and oilseeds businesses since 1973

Academic and professional qualification(s)
- Bachelor of Business Administration, University of Singapore

Notes:
1 "Principal commitment" has the same meaning as defined in the Code of Corporate Governance 2018.
2 Board of Directors' information is updated as of 29 February 2024

PUA SECK GUAN, 60
Chief Operating Officer (Part-Time)
Executive and Non-Independent Director

Date of first appointment as Director
1 January 2016

Date of last re-election as Director
15 April 2021

Length of service as Director
8 years 1 months

Board Committee(s) Membership
- Executive Committee – Member
- Share Purchase Committee – Member

Present directorship(s) in other listed company(ies)
- Yihai Kerry Arawana Holdings Co., Ltd – Director

Present principal commitment(s)
- Perennial Holdings Private Limited – Executive Chairman and Chief Executive Officer
- Wilmar International Limited – Chief Operating Officer (Part-Time)

Other commitment(s)
- Perennial Group Private Limited – Director
- Gardens by the Bay – Director
- Singapore-China Business Council of Singapore Business Federation – Member
- Singapore-Guangdong Collaboration Council – Member
- Singapore-Sichuan Trade and Investment Committee – Member
- Singapore-Tianjin Economic and Trade Council – Member
- Singapore-Zhejiang Economic and Trade Council – Member

Past principal commitment(s) including directorship(s) held over the preceding five years
- United Engineers Limited – Director

Working and professional experience
- Extensive experience in real estate as well as integrated real estate and healthcare business

Academic and professional qualification(s)
- Bachelor of Science in Building (First Class Honours), National University of Singapore
- Master of Science in Civil Engineering, Massachusetts Institute of Technology, USA

TEO LA-MEI, 64
Group Legal Counsel and Company Secretary
Executive and Non-Independent Director

Date of first appointment as Director
21 February 2019

Date of last re-election as Director
21 April 2022

Length of service as Director
5 years

Present directorship(s) in other listed company(ies)
- Nil

Present principal commitment(s)
- Wilmar International Limited – Group Legal Counsel and Company Secretary

Other commitment(s)
- Perennial Holdings Private Limited – Director
- Perennial Group Private Limited – Director
- Corporate Governance & Regulatory Interest Group of the Singapore International Chamber of Commerce – Member

Past principal commitment(s) including directorship(s) held over the preceding five years
- Director, Company Secretary and Legal Counsel for the Shangri-La Hotel Limited group of companies

Working and professional experience
- Extensive experience in legal and corporate secretarial matters

Academic and professional qualification(s)
- Bachelor of Laws (Honours), National University of Singapore

BOARD OF DIRECTORS

KUOK KHOON EAN, 68
Non-Executive and
Non-Independent Director

Date of first appointment as Director
2 July 2007

Date of last re-election as Director
20 April 2023

Length of service as Director
16 years 7 months

Present directorship(s) in other listed company(ies)
- Nil

Present principal commitment(s)
- Kuok (Singapore) Limited – Chairman
- Kerry Group Limited – Vice Chairman
- Kuok Brothers Sdn Berhad – Vice Chairman
- Kerry Holdings Limited – Director

Past principal commitment(s) including directorship(s) held over the preceding five years
- Nil

Working and professional experience
- Extensive experience in investment and shipping businesses

Academic and professional qualification(s)
- Bachelor of Economics, Nottingham University, UK

KUOK KHOON HUA, 45
Non-Executive and
Non-Independent Director

Date of first appointment as Director
1 July 2016

Date of last re-election as Director
20 April 2023

Length of service as Director
7 years 7 months

Present directorship(s) in other listed company(ies)
- Kerry Properties Limited – Chairman and Chief Executive Officer
- Kerry Logistics Network Limited – Vice Chairman and Non-Executive Director
- Sea Limited – Independent Non-Executive Director

Present principal commitment(s)
- Kerry Group Limited – Director
- Kerry Holdings Limited – Chairman
- Kuok (Singapore) Limited – Director

Past principal commitment(s) including directorship(s) held over the preceding five years
- Nil

Working and professional experience
- Extensive experience in investment, logistics and property businesses

Academic and professional qualification(s)
- Bachelor of Economics, Harvard University, USA

Notes:
1 "Principal commitment" has the same meaning as defined in the Code of Corporate Governance 2018.
2 Board of Directors' information is updated as of 29 February 2024

GREGORY MORRIS, 52
Non-Executive and
Non-Independent Director

Date of first appointment as Director
1 July 2022

Date of last re-election as Director
20 April 2023

Length of service as Director
1 year 7 months

Present directorship(s) in other listed company(ies)
- Nil

Present principal commitment(s)
- Archer Daniels Midland Company – Senior Vice President and President of ADM's Agricultural Services and Oilseeds business

Past principal commitment(s) including directorship(s) held over the preceding five years
- Nil

Working and professional experience
- Extensive management experience in agribusiness industry

Academic and professional qualification(s)
- Masters in Business Administration, Drake University, Des Moines IA
- Bachelors of Science in Finance, Illinois State University

LIM SIONG GUAN, 76
Non-Executive and
Lead Independent Director

Date of first appointment as Director
1 January 2018

Date of appointment as Lead Independent Director
24 April 2019

Date of last re-election as Director
20 April 2023

Length of service as Director
6 years 1 months

Board Committee(s) Membership
- Risk Management Committee – Chairman
- Audit Committee – Member
- Nominating Committee – Chairman
- Remuneration Committee – Chairman
- Board Sustainability Committee – Member

Present directorship(s) in other listed company(ies)
- Nil

Present principal commitment(s)
- Honour (Singapore) Ltd. – Chairman

Past principal commitment(s) including directorship(s) held over the preceding five years
- GIC Pte Ltd - Advisor to Group Executive Committee
- Swiss Re Asia Pte. Ltd. – Chairman
- Lee Kuan Yew School of Public Policy, National University of Singapore – Professor

Working and professional experience
- Extensive experience in investment, public policies and organisational leadership

Academic and professional qualification(s)
- Bachelor of Engineering in Mechanical Engineering (First Class Honours), University of Adelaide, Australia
- Post Graduate Diploma in Business Administration, University of Singapore

BOARD OF DIRECTORS

KISHORE MAHBUBANI, 75
Non-Executive and Independent Director

Date of first appointment as Director
1 January 2016

Date of last re-election as Director
20 April 2023

Length of service as Director
8 years 1 months

Board Committee(s) Membership
- Board Sustainability Committee – Chairman

Present directorship(s) in other listed company(ies)
- Zurich Insurance Group Ltd – Director

Present principal commitment(s)
- Asia Research Institute, National University of Singapore - Distinguished Fellow
- NUS Medical International Council – Chairman
- Zurich Insurance Group Ltd – Director
- Aggregate Asset Management Pte Ltd – Chairman

Past principal commitment(s) including directorship(s) held over the preceding five years
- Nil

Working and professional experience
- Long distinguished career in diplomacy and academia

Academic and professional qualification(s)
- Bachelor of Arts in Philosophy (First Class Honours), University of Singapore
- Master of Arts in Political Philosophy & Honorary Doctorate, Dalhousie University, Canada
- Distinguished Fellow, Asia Research Institute at National University of Singapore
- Founding Dean, Lee Kuan Yew School of Public Policy

TEO SIONG SENG, 69
Non-Executive and Independent Director

Date of first appointment as Director
1 May 2019

Date of last re-election as Director
21 April 2022

Length of service as Director
4 years 9 months

Present directorship(s) in other listed company(ies)
- Singamas Container Holdings Ltd – Chairman and Chief Executive Officer
- Keppel Corporation Limited – Director

Present principal commitment(s)
- Pacific International Lines (Private) Limited – Executive Chairman
- United Republic of Tanzania – Honorary Consul in Singapore
- National University of Singapore – Pro-Chancellor
- Singapore Chinese Chamber of Commerce and Industry – Honorary President
- Singapore Business Federation – Immediate Past Chairman

Past principal commitment(s) including directorship(s) held over the preceding five years
- Enterprise Singapore – Board Member
- Cosco Shipping Energy Transportation Co Ltd – Director
- Business China – Director
- Cosco Shipping Holdings Co. Ltd - Director

Working and professional experience
- Extensive experience in shipping and container industries

Academic and professional qualification(s)
- Bachelor of Science in Naval Architecture and Ocean Engineering, Glasgow University, UK

Notes:
1 "Principal commitment" has the same meaning as defined in the Code of Corporate Governance 2018.
2 Board of Directors' information is updated as of 29 February 2024

SOH GIM TEIK, 69
Non-Executive and Independent Director

Date of first appointment as Director
1 December 2019

Date of last re-election as Director
21 April 2022

Length of service as Director
4 years 2 months

Board Committee(s) Membership
- Audit Committee – Chairman
- Risk Management Committee – Member
- Nominating Committee – Member
- Remuneration Committee – Member

Present directorship(s) in other listed company(ies)
- Olive Tree Estates Limited – Independent Director
- NoonTalk Media Limited – Lead Independent Director

Present principal commitment(s)
- Finix Corporate Advisory LLP – Partner
- The Farrer Park Company Pte Ltd – Independent Director
- Farrer Park Hospital Pte Ltd – Independent Director
- SDAX Exchange Pte Ltd – Independent Director
- Singapore Exchange Limited – Disciplinary Committee Member
- Rafflesians Community Fund Limited – Director
- Agency for Science, Technology and Research (A*Star) – Independent Director
- Consortium for Clinical Research and Innovation Singapore Pte Ltd – Independent Director
- MOH Holdings Pte Ltd – Non-Executive Director
- National Healthcare Group Fund – Chairman/ Independent Director
- The Institute of Singapore Chartered Accountants (ISCA) – Discipline Panel Member
- Barker Road Methodist Church – Finance Committee member
- Old Rafflesians' Association, Governing Council

Past principal commitment(s) including directorship(s) held over the preceding five years
- BBR Holdings (S) Ltd – Independent Director
- KS Energy Limited – Lead Independent Director
- Singapore Science Centre – Independent Director
- EDBI Pte Ltd – Independent Director
- Synapxe Pte Ltd – Audit Committee member
- National Healthcare Group Pte Ltd – Independent Director
- Singapore Institute of Directors (SID) – Member of Governing Council, AC Chairman
- Advisory Committee on Accounting Standards for Statutory Boards – Member
- ISCA – Audit and Assurance Committee member

Working and professional experience
- Extensive experience in corporate advisory

Academic and professional qualification(s)
- Bachelor of Accountancy, University of Singapore

DR. CHONG YOKE SIN, 67
Non-Executive and Independent Director

Date of first appointment as Director
7 May 2021

Date of last re-election as Director
21 April 2022

Length of service as Director
2 year 9 months

Board Committee(s) Membership
- Audit Committee – Member
- Nominating Committee – Member
- Remuneration Committee – Member

Present directorship(s) in other listed company(ies)
- Anacle Systems Ltd – Director
- Great Eastern Holdings Limited – Director

Present principal commitment(s)
- Urban Redevelopment Authority of Singapore – Director
- Mount Alvernia Hospital, Director
- A*Star – Chairman of the Advisory Portfolio Management Committee
- Singapore Management University, School of Computer and Information Science Advisory Council – Chairman

Past principal commitment(s) including directorship(s) held over the preceding five years
- National Kidney Foundation – Board member
- Republic Polytechnic – Board of Governors member
- Singapore Land Authority – Board member
- iGlobe Partners – Managing Partner

Working and professional experience
- Extensive experience in leading transformation of people and systems, artificial intelligence, Internet of Things (IoT), cybersecurity forensics advisory, systems integration and monitoring, and digital platform business

Academic and professional qualification(s)
- Doctor of Philosophy (PhD) in Chemistry, National University of Singapore
- Fellow, Singapore Computer Society
- Fellow, Health Information Management Systems Society
- Certified Information Technology Project Manager (Senior)
- Certified Healthcare Chief Information Officer (CHCIO) (CHIME-US Certified Healthcare Information Management Executives)

BOARD OF DIRECTORS

DR CHEUNG CHI YAN, LOUIS, 60
Non-Executive and Independent Director

JESSICA CHEAM, 40
Non-Executive and Independent Director

DR CHEUNG CHI YAN, LOUIS

Date of first appointment as Director
20 April 2023

Date of last re-election as Director
Not Applicable

Length of service as Director
10 months

Present directorship(s) in other listed company(ies)
- Nil

Present principal commitment(s)
- Boyu Capital – Managing Partner

Past principal commitment(s) including directorship(s) held over the preceding five years
- Fubon Financial Holding Co. Ltd. – Independent Director
- Standard Chartered PLC – Independent Non-Executive Director

Working and professional experience
- Extensive experience in investment, insurance, banking, finance and technology

Academic and Professional qualification(s)
- Research fellowship, Doctor of Philosophy (PhD) in Business Information Systems and Bachelor of Arts in Engineering - University of Cambridge

JESSICA CHEAM

Date of first appointment as Director
20 April 2023

Date of last re-election as Director
Not Applicable

Length of service as Director
10 months

Board Committee(s) Membership
- Board Sustainability Committee – Member

Present directorship(s) in other listed company(ies)
- ComfortDelGro Corporation Limited - Director

Present principal commitment(s)
- ComfortDelGro Corporation Limited - Director
- Eco-Business Pte Ltd –Director
- EB Impact Limited – Director
- Singapore International Foundation – Member, Board of Governors

Past principal commitment(s) including directorship(s) held over the preceding five years
- Nil

Working and professional experience
- Extensive experience in media, sustainable development and environmental, social and governance (ESG) issues

Academic and Professional qualification(s)
- Bachelor of Arts in Film and Literature, University of Warwick
- Master of Arts in Journalism, University of London, Goldsmiths College
- Executive programme on Data and Business Analytics, Cambridge University, Judge Business School
- International Directors Programme, INSEAD
- CFA Institute Certificate in ESG Investing

Notes:
1 "Principal commitment" has the same meaning as defined in the Code of Corporate Governance 2018.
2 Board of Directors' information is updated as of 29 February 2024

JUAN RICARDO LUCIANO, 62
Alternate Director to
Gregory Morris

Date of first appointment as Alternate Director
1 July 2022

Date of last re-election as Alternate Director
Same as Principal Director

Length of service as Alternate Director
1 year 7 months

Present directorship(s) in other listed company(ies)
- Archer Daniels Midland Company – Chairman, President and Chief Executive Officer
- Eli Lilly and Company – Lead Director and Chairman of Directors and Corporate Governance Committee

Present principal commitment(s)
- Intersect Illinois – Director
- Economic Club of Chicago and the Commercial Club of Chicago – Member
- Rush University System – Member
- Business Roundtable – Member

Past principal commitment(s) including directorship(s) held over the preceding five years
- The US-China Business Council – Director
- Global Advisory Board of Kellogg Business School at Northwestern University – Member

Working and professional experience
- Extensive experience in agricultural processors and food ingredients

Academic and professional qualification(s)
- Bachelor of Science in Industrial Engineering, Buenos Aires Institute of Technology, Argentina

TONG SHAO MING, 48
Alternate Director to
Kuok Khoon Hua

Date of first appointment as Alternate Director
27 October 2022

Date of last re-election as Alternate Director
Same as Principal Director

Length of service as Alternate Director
1 year 4 months

Present directorship(s) in other listed company(ies)
- Yihai Kerry Arawana Holdings Co., Ltd – Director
- Kerry TJ Logistics Co Ltd – Director
- Kerry Properties Limited - Director

Present principal commitment(s)
- Kerry Holdings Limited – Investment Director

Past principal commitment(s) including directorship(s) held over the preceding five years
- Kerry Logistics Network Limited – Director

Working and professional experience
- Extensive experience in investments, capital markets and corporate finance transactions

Academic and Professional qualification(s)
- Bachelor's degree in Jurisprudence, Oxford University

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

The information required under Rule 720(6) and Appendix 7.4.1 of SGX-ST Listing Manual in respect of Directors of Wilmar International Limited ("Wilmar") seeking re-election at the Annual General Meeting on 19 April 2024 is set out below.

Name of Director	Mr Kuok Khoon Hong	Mr Pua Seck Guan
Date of Appointment	24 March 2006	1 January 2016
Date of last re-appointment (if applicable)	15 April 2021	15 April 2021
Age	74	60
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	The Board considered the Nominating Committee's recommendation and assessment of Mr Kuok's skills, knowledge, experience and commitment in the discharge of his duties as Chairman and Chief Executive Officer ("CEO") of Wilmar, and is satisfied that he will continue to contribute to and guide the Board.	The Board considered the Nominating Committee's recommendation and assessment of Mr Pua's skills, knowledge, experience and commitment in the discharge of his duties as Executive Director and Chief Operating Officer ("COO") (Part-time) of Wilmar, and is satisfied that he will continue to contribute to the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive Mr Kuok is overall in charge of the management of the Wilmar Group with particular focus on new business development.	Executive Mr Pua oversees and manages the business and Information Technology divisions of the Wilmar Group and assists CEO Mr Kuok Khoon Hong in the development of new businesses.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	• Chairman and CEO • Executive Committee Chairman • Share Purchase Committee Chairman • Nominating Committee member • Risk Management Committee member • Board Sustainability Committee member	• Executive Director and COO (Part-time) • Executive Committee member • Share Purchase Committee member
Professional qualifications	• Bachelor of Business Administration, University of Singapore	• Bachelor of Science in Building (First Class Honours), National University of Singapore • Master of Science in Civil Engineering, Massachusetts Institute of Technology, USA
Working experience and occupation(s) during the past 10 years	• Chairman and CEO of Wilmar	• Executive Director and COO of Wilmar (Part-time) • Executive Chairman and CEO of Perennial Holdings Private Limited
Shareholding interest in the listed issuer and its subsidiaries	Information can be found in the "Directors' Statement" section of the Annual Report 2023.	
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	• Cousin of Mr Kuok Khoon Ean and Mr Kuok Khoon Hua, Non-Executive and Non-Independent Directors of Wilmar • Cousin of Ms Teo La-Mei, Executive and Non-Independent Director of Wilmar	NIL
Conflict of interest (including any competing business)	NIL	NIL
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships • Past (for the last 5 years) • Present	Information can be found in the "Board of Directors" section of the Annual Report 2023.	
Information required under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual	The responses under items (a) to (k) to the Appendix 7.4.1 of the Listing Manual of the SGX-ST issued previously for appointment as a new Director i.e. "No" remain unchanged.	

*"Principal Commitments" has the same meaning as defined in the Code of Corporate Governance 2018.

Ms Teo La-Mei	Dr Cheung Chi Yan, Louis	Ms Jessica Cheam
21 February 2019	20 April 2023	20 April 2023
21 April 2022	Not applicable	Not applicable
64	60	40
Singapore	Hong Kong	Singapore
The Board considered the Nominating Committee's recommendation and assessment of Ms Teo's skills, knowledge, experience and commitment in the discharge of her duties as an Executive and Non-Independent Director of Wilmar, and is satisfied that she will continue to contribute to the Board.	The Board considered the Nominating Committee's recommendation and assessment of Dr Cheung's skills, knowledge, experience, independence and commitment in the discharge of his duties as a Non-Executive and Independent Director of Wilmar, and is satisfied that he will continue to contribute to the Board.	The Board considered the Nominating Committee's recommendation and assessment of Ms Cheam's skills, knowledge, experience, independence and commitment in the discharge of her duties as a Non-Executive and Independent Director of Wilmar, and is satisfied that she will continue to contribute to the Board.
Executive Ms Teo is the Group Legal Counsel and Company Secretary of Wilmar and oversees the legal and corporate secretarial matters of the Wilmar Group.	Non-Executive	Non-Executive
• Executive and Non-Independent Director	• Non-Executive and Independent Director	• Non-Executive and Independent Director • Board Sustainability Committee member
• Bachelor of Laws (Honours), National University of Singapore	• Research fellowship, Doctor of Philosophy (PhD) in Business Information Systems and Bachelor of Arts in Engineering, University of Cambridge	• Bachelor of Arts in Film and Literature, University of Warwick • Master of Arts in Journalism, University of London, Goldsmiths College • Executive programme on Data and Business Analytics, Cambridge University, Judge Business School • International Directors Programme, INSEAD • CFA Institute Certificate in ESG Investing
• Executive Director, Group Legal Counsel and Company Secretary of Wilmar • Director of Shangri-La Hotel Limited (2001 – 2021)	• Boyu Capital, Managing Partner	• Founder and Managing Director, Eco-Business • Columnist, The Straits Times and TODAY newspaper • Non-Executive Independent Director, ComfortDelGro Corporation Limited • Member, Singapore Institute of Directors • Member, Institute of Corporate Directors Malaysia • Member, Institute of Directors, UK • Founder and Chair of the Board, EB Impact Limited • Strategic Advisor, Blue Planet Environmental Solutions • Advisory board member, NextWave Partners • Member, International Women's Forum Singapore
Information can be found in the "Directors' Statement" section of the Annual Report 2023.		
• Cousin of Mr Kuok Khoon Hong, Chairman, CEO and substantial shareholder of Wilmar • Cousin of Mr Kuok Khoon Ean and Mr Kuok Khoon Hua, Non-Executive and Non-Independent Directors of Wilmar	NIL	NIL
NIL	NIL	NIL
Yes	Yes	Yes
Information can be found in the "Board of Directors" section of the Annual Report 2023.		
The responses under items (a) to (k) to the Appendix 7.4.1 of the Listing Manual of the SGX-ST issued previously for appointment as a new Director i.e. "No" remain unchanged.		

KEY MANAGEMENT TEAM

MR KUOK KHOON HONG
Chairman and Chief Executive Officer

MR PUA SECK GUAN
Chief Operating Officer and Executive Director

MR CHARLES LOO CHEAU LEONG
Deputy Chief Operating Officer and
Chief Financial Officer

MS TEO LA-MEI
Executive Director,
Group Legal Counsel and Company Secretary

MR MU YANKUI
President 总裁,
Yihai Kerry Arawana Group

MR NIU YU XIN
Executive Vice President 常务副总裁,
Yihai Kerry Arawana Group

MR DARWIN INDIGO
Country Head, Indonesia

MR CHAW CHEE MING
Group Technical Head

CAPTAIN KENNY BEH HANG CHWEE
Group Head, Shipping

MR THOMAS LIM KIM GUAN
Group Head, Edible Oils

MR JEAN-LUC ROBERT BOHBOT
Group Head, Sugar and Ethanol Energies

MR RAHUL KALE
Group Head, Oleochemicals and Biofuels

MR HOR KOK CHING
General Manager, Oilseeds and Grains

PROFESSOR CHUA NAM-HAI
Chief Scientific Advisor

MR JEREMY GOON
Chief Sustainability Officer

MR PATRICK TAN SOO CHAY
Group Head, Internal Audit

MR JEREMY TAN KOK LIANN
Group Head, Human Resources

MR TAN KAH CHAI
Chief Information Officer

Please visit the **Key Management Team** page on our website for individual profiles.

CORPORATE INFORMATION

BOARD OF DIRECTORS
KUOK Khoon Hong *(Chairman)*
PUA Seck Guan
TEO La-Mei
KUOK Khoon Ean
KUOK Khoon Hua*
Gregory MORRIS**
LIM Siong Guan *(Lead Independent Director)*
Kishore MAHBUBANI
TEO Siong Seng
SOH Gim Teik
CHONG Yoke Sin
CHEUNG Chi Yan, Louis *(Appointed on 20 April 2023)*
Jessica CHEAM *(Appointed on 20 April 2023)*

* TONG Shao Ming is alternate to KUOK Khoon Hua
** Juan Ricardo LUCIANO is alternate to Gregory MORRIS

EXECUTIVE COMMITTEE
KUOK Khoon Hong *(Chairman)*
PUA Seck Guan

AUDIT COMMITTEE
SOH Gim Teik *(Chairman)*
LIM Siong Guan
CHONG Yoke Sin

RISK MANAGEMENT COMMITTEE
LIM Siong Guan *(Chairman)*
KUOK Khoon Hong
SOH Gim Teik

NOMINATING COMMITTEE
LIM Siong Guan *(Chairman)*
KUOK Khoon Hong
SOH Gim Teik
CHONG Yoke Sin

REMUNERATION COMMITTEE
LIM Siong Guan *(Chairman)*
SOH Gim Teik
CHONG Yoke Sin

SHARE PURCHASE COMMITTEE
KUOK Khoon Hong *(Chairman)*
PUA Seck Guan

BOARD SUSTAINABILITY COMMITTEE
Kishore MAHBUBANI *(Chairman)*
KUOK Khoon Hong
LIM Siong Guan
Jessica CHEAM

EXECUTIVE RISK COMMITTEE
KUOK Khoon Hong
PUA Seck Guan
Charles LOO Cheau Leong
Thomas LIM Kim Guan

CAPITAL APPROVAL COMMITTEE
KUOK Khoon Hong
PUA Seck Guan
Charles LOO Cheau Leong
CHAW Chee Ming

LEAD INDEPENDENT DIRECTOR
LIM Siong Guan
Email: siongguan.lim@sg.wilmar-intl.com

COMPANY SECRETARY
TEO La-Mei

REGISTERED OFFICE
28 Biopolis Road
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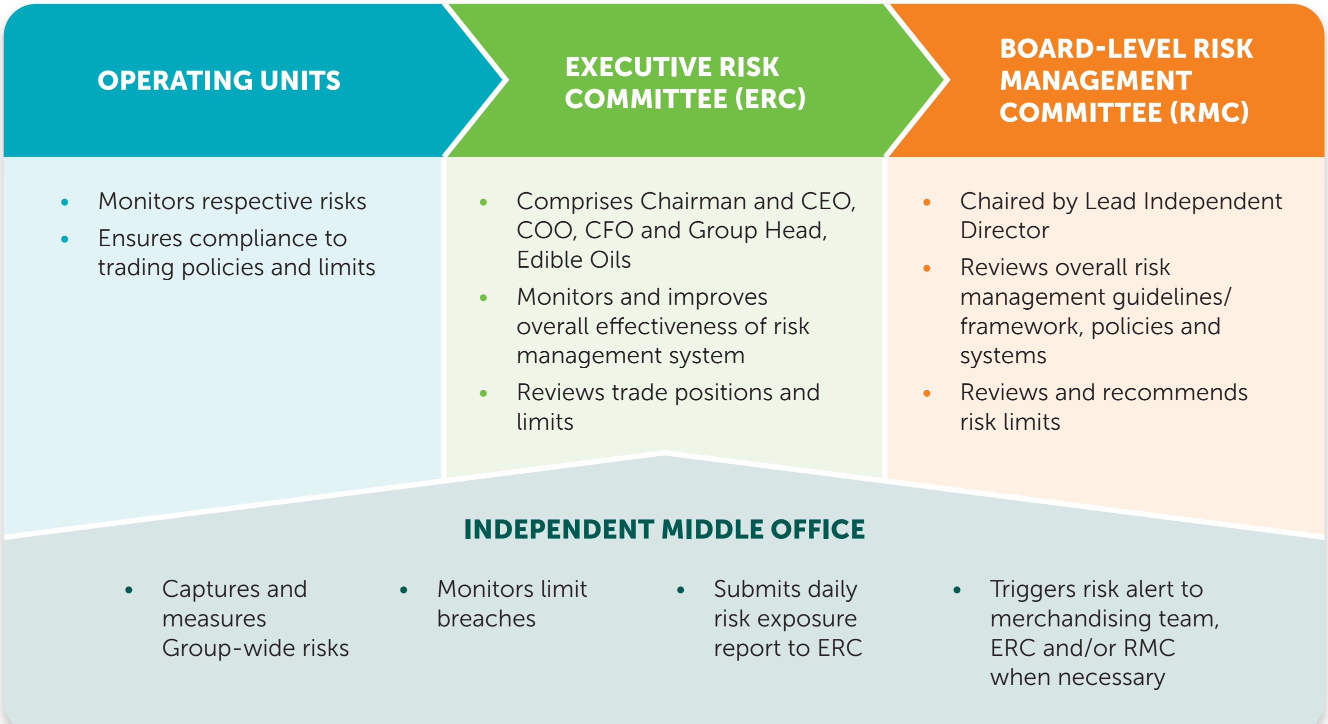
Singapore 138568
Telephone: (65) 6216 0244
Facsimile: (65) 6536 2192
info@wilmar.com.sg
www.wilmar-international.com

SHARE REGISTRAR
Tricor Barbinder Share Registration Services
9 Raffles Place,
Republic Plaza
Tower 1, #26-01
Singapore 048619
Telephone: (65) 6236 3333

AUDITOR
Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583
Partner-in-Charge: LIM Tze Yuen
(With effect from financial year ended 31 December 2019)

Information as at 29 February 2024

RISK MANAGEMENT



OVERVIEW

We have a robust risk management framework in place to identify, measure, monitor and manage the critical risks we face. The framework, including policies and procedures, is regularly reviewed and enhanced in response to changes in the external environment and business processes.

We proactively evaluate our risks and ensure coverage against our exposure. Our strategic and operational decision-making process continues to be strengthened through transparent communication and risk awareness across the organisation, while ongoing compliance with risk management processes is regularly reviewed.

COMMODITY PRICE RISK

Agricultural commodities prices are very volatile, and are affected by factors such as weather, government policies, global demographic changes and competition from substitute products. In sourcing raw materials and selling manufactured outputs, we are exposed to price fluctuations in the commodities markets because the sale and purchase commitments do not typically match at the end of each business day. To manage such price risks, we carefully monitor and manage our open commodity positions by using forward physical contracts and/or derivatives.

FOREIGN EXCHANGE RISK

The Group operates in numerous countries with dominant operations in Singapore, People's Republic of China, Indonesia, Malaysia, Australia, Europe, South Africa, Nigeria, Vietnam, India and others. We are exposed to foreign exchange risk in our normal course of business when transactions are denominated in currencies that are different from the functional currency of each business entity. The Group manages our foreign currency risk through a risk management process of exposure identification and measurement. These foreign exchange exposures are then managed through executing hedges in the over-the-counter foreign exchange market, product pricing or structuring natural hedges in our business where possible. These strategies mitigate the adverse impact of foreign exchange volatility on our financial position.

As the Group's reporting currency is U.S. Dollar (USD), we are also exposed to currency translation risk arising from our net investments in foreign operations. The net investments in these countries are not hedged, as the foreign currency exposures are considered to be long-term in nature.

INTEREST RATE RISK

A substantial portion of our borrowings is in the form of trade finance and short-term banking facilities. These are used to fund operations and are transaction-related. Interest expense arising from such financing is subject to the stock holding period assumed at the time of entering into the transaction versus the actual time taken to deliver the physical product and realise the proceeds of sale from the end-customer. Consequently, interest expense is dependent on the volume of transactions and the cash conversion cycle, and it is factored into product pricing. As such, interest rate movements do not have a significant impact on the net contribution margin. The Group's long-term assets are substantially funded by equity. Interest rate risk arising from floating rate exposure is managed through the use of financial instruments, such as futures and swaps, with the objective of limiting the adverse impact from a rise in interest rates.

CREDIT RISK

The majority of our sales are export sales in bulk, for which documentary credit from customers are required. For domestic sales in China, we may grant our more substantial customers credit terms while requiring cash on delivery or advance payment for others.

New customers' credit worthiness is evaluated by considering their financial standings and operating track records as well as conducting background checks through industrial contacts. In this regard, we benefit from the experience and local knowledge of our wide manufacturing base and distribution network. Actual credit terms and limits to be granted are decided based on the information obtained, and revised according to economic or market conditions. As a practice, we will usually require documentary credit or advance payments for sales to new customers.

Credit facilities granted to existing customers are also reviewed periodically. A customer's current financial strength, payment history, transaction volume and duration of business relationship with us are taken into consideration.

GEOPOLITICAL RISK

Some of the countries in which we operate present geopolitical risks and whilst we acknowledge that investors can no longer afford to ignore these risks and that a stand has to be taken, we are also mindful that being in the essential foods business dealing with non-sanctioned products, we have a responsibility to employees and customers both locally and abroad. We will continue to monitor the situation and navigate our way carefully to ensure that we comply with all relevant laws and regulations in our operations in and dealings with these countries.

RISK GOVERNANCE

Our risk governance structure comprises the RMC at the Board level, the ERC and risk management by the respective operating units. The Board-level RMC, chaired by the Lead Independent Director, oversees the ERC, reviews the overall risk management guidelines/framework, reviews and recommends risk limits as well as assesses the adequacy and effectiveness of the risk management policies and systems.

The ERC comprises the Group's Chairman and Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO) and Group Head, Edible Oils. Its responsibilities include, amongst others, the monitoring and improvement of the overall effectiveness of its risk management system, the review of trade positions and limits to manage overall risk exposure.

The Heads of operating units are responsible for monitoring their respective risks and adherence to trading policies and limits set by the RMC and the Board.

To achieve effective governance and oversight by ensuring proper segregation of duties, we have a Middle Office which is independent of the front and back office. The Middle Office is responsible for the tracking and measurement of Group-wide risks as well as monitoring adherence to limits. The Middle Office circulates a daily risk exposure report, which is reviewed by the ERC for any significant risk issues. The Middle Office also sends out regular risk alerts to the merchandising team and the ERC when risk exposure is seen to be nearing trigger levels.

The documented risk management policy, which is regularly reviewed, clearly defines the procedures for monitoring, controlling and reporting risk in a timely and accurate manner. We have in place an overall risk tolerance threshold recommended by the RMC and approved by the Board. The risk tolerance threshold refers to the maximum potential loss of all open exposures across major products and geographical regions at any given time. The risk tolerance threshold is determined after taking into account the Group's equity strength and profitability as well as our overall production capacity, price trends of raw materials, management's overall view of the market, track record of the management of risk exposure in the prior period and financial budgets including projected sales volumes and turnover.

WILMAR GOVERNANCE FRAMEWORK

BOARD OF DIRECTORS (THE "BOARD")

BOARD/COMPANY SECRETARY

CHAIRMAN & CEO

Committee	Committee Members	Key Responsibilities
Executive Committee	**Chairman** Kuok Khoon Hong **Member** Pua Seck Guan	• General management and operational matters • Monitor Group performance • Business development of the Group
Capital Approval Committee	**Members** • Kuok Khoon Hong • Pua Seck Guan • Charles Loo Cheau Leong • Chaw Chee Ming	• Review and approve capital expenditure for projects to be undertaken by the Group • Ensure funds invested realise their best return (Internal Rate of Return/ Return on Investments) for the Group
Audit Committee	**Chairman** Soh Gim Teik **Members** • Lim Siong Guan • Chong Yoke Sin	• Assist the Board in discharging its statutory and other responsibilities • Oversee financial reporting, internal control and risk management systems, internal and external audit process, interested person transactions, information technology ("IT") and whistleblowing matters
Risk Management Committee	**Chairman** Lim Siong Guan **Members** • Kuok Khoon Hong • Soh Gim Teik	• Review overall risk management policies and framework • Review and recommend risk limits • Determine risk tolerance level for the Group • Review major non-compliance with risk policies
Executive Risk Committee	**Members** • Kuok Khoon Hong • Pua Seck Guan • Charles Loo Cheau Leong • Thomas Lim Kim Guan	• Monitor and improve overall effectiveness of risk management system • Review trade positions and limits of forward purchase and sale • Provide risk management oversight on market risk exposures on commodities and currencies
Nominating Committee	**Chairman** Lim Siong Guan **Members** • Kuok Khoon Hong • Soh Gim Teik • Chong Yoke Sin	• Review all Board appointments, re-appointment and retirement of Directors • Review the independence of Directors • Review succession plans for the Board and the Key Management Team ("KMT") • Review and recommend appropriate performance benchmarks for monitoring the share performance of Wilmar, relative to its peers in the same industry • Conduct assessments of the effectiveness of Board, Board Committees and Directors
Remuneration Committee	**Chairman** Lim Siong Guan **Members** • Soh Gim Teik • Chong Yoke Sin	• Review and recommend a framework of remuneration for the Board and the KMT • Study market trends relating to incentives in remunerating employees and determine performance measures criteria • Administer the Company's share option scheme
Share Purchase Committee	**Chairman** Kuok Khoon Hong **Member** Pua Seck Guan	• Decide on the terms and all matters for effecting share buyback by way of on-market purchase(s) or off-market purchase(s)
Board Sustainability Committee	**Chairman** Kishore Mahbubani **Member** • Kuok Khoon Hong • Lim Siong Guan • Jessica Cheam	• Observe sustainability and Environmental, Social and Governance ("ESG") development trends • Review progress of the Company's sustainability/ESG strategies, policies, targets and key performance indicators • Review impact of the Company's business on the environment and society, respond actively to emerging sustainability issues • Monitor overall management of stakeholder engagement and its outcomes, including ensuring mechanisms for sustainability-related grievances are in place • Assess, review and recommend to the Board, approval of the Company's annual sustainability reports

● Independent Directors ● Executive Directors/KMT

Wilmar International Limited (the "Company" or "Wilmar" and together with its subsidiaries, the "Group") affirms its commitment to upholding a high standard of corporate governance to safeguard the interests of all its stakeholders. As a testament to this commitment, the Group has been on the SGX Fast Track list since this programme was introduced in 2018. SGX Fast Track recognises the efforts and achievements of listed issuers which have upheld high standards of corporate governance and maintained a good compliance track record.

This report sets out the Company's corporate governance practices and activities in the financial year ended 31 December 2023 ("FY2023"), with specific reference to the express disclosure requirements in the principles and provisions of the Singapore Code of Corporate Governance 2018 (the "Code").

The Company has complied with the Code's principles of corporate governance and also substantially with the provisions underlying the principles of the Code. In so far as any provision has not been complied with, the rationale for varying from the provision is set out in this report.

Human Capital Management, Oversight of Culture and Employee Engagement Mechanisms
In commitment to excellence, the Company and its Board are guided by a set of values that define who we are and the way we work. Our core values are safety, teamwork, Innovation, integrity, excellence and passion. The Company believes in instilling an ethical corporate culture to ensure that its values, standards, policies and practices are consistent with its commitment to excellence. The Company also wants to be a workplace where everyone in the Group has a strong sense of belonging and is motivated to go the extra mile to contribute to the Group's growth.

One of our core values pertains to "safety" and the Company is committed to keeping our employees safe, happy and healthy. This is the right thing to do and the Company recognises that employees who are healthy, both physically and mentally, are best placed to contribute to the growth and success of the Company. The Company has our own Social and Recreation Committee which is active in organising wellness and fitness programmes regularly to keep our employees active, engaged and healthy.

Diversity and Inclusion
The Company has in place key policies to support our approach to diversity which includes our Equal Opportunity Policy and Board Diversity Policy, among others, whereby each head of business unit or business region is accountable for ensuring that diverse and inclusive practices are implemented in the workplace. The Company has launched a variety of programmes to meet these needs, including our Women's Charter, Women's Working Groups, Indigenous Recognition Plan, as well as having convenient facilities such as lactation rooms for new mothers.

The Company sets annual targets for workforce diversity and inclusion. In an effort to meet these targets and to create an inclusive and diverse workforce, we draw upon insights from regular meetings with employees and internal feedback systems to understand the needs of our diverse workforce.

Corporate Governance
The Company and its Board believe in setting an appropriate tone-from-the-top for the Group to the employee level in respect to ethics, conduct, regulatory and tax compliance. All Directors and employees are expected to discharge their duties and responsibilities in the best interest of the Company and to avoid conflicts of interest.

A. BOARD MATTERS

Principle 1: The Board's Conduct of Affairs

The primary role of the Board is to provide entrepreneurial leadership and set the overall strategic and business direction of the Group. The Board constantly seeks to protect long-term shareholder value and enhance the returns to the Company. The Board is committed to continually sustaining value creation and broadening the Group's revenue stream. This is done through diversification into new businesses which are complementary to Wilmar's core businesses as well as expansion of existing businesses with good prospects for long-term growth.

The Board sets appropriate tone-from-the-top for the Group in respect of ethics, conduct, regulatory compliance and desired organisational culture through the adoption of various Group policies endorsed by the Board. During FY2023, a Group-wide knowledge sharing event was conducted whereby Directors shared and presented their personal area of expertise with members of senior and mid-management across the Group, allowing knowledge sharing and greater interaction and understanding between members of senior and mid-management with Directors.

Though such interactive events, Directors are able to personally experience the Group's culture among its employees. Among other values, the Group strongly upholds honesty and integrity, fostering a culture of fairness, openness and loyalty. All employees of the Group are made aware of the safe whistle-blowing channel and have direct access to the Lead Independent Director, whose email address is published in the Company's Annual Report. These channels are also accessible to stakeholders such as customers and suppliers who are not employees of the Group. Annually in the Board evaluation exercise, Directors assess whether the Board has set appropriate tone-from-the-top, cultivated desired organisational culture and ensured a proper accountability within the Company with reference to the Codes of Conduct and Ethics and this item received a positive score from the Directors in FY23.

The Board's principal duties and responsibilities (besides statutory responsibilities) are to:

1. set strategic goals (with focus on value creation, innovation and sustainability) of the Group and ensure that the necessary financial and human resources ("HR") are in place for the Group to meet its objectives;
2. decide on matters in relation to the Group's operations which are of a significant nature, consistent with medium and long-term goals to achieve sustainable business performance, taking into account stakeholders' interests;
3. oversee the process for evaluating the adequacy of internal controls, risk management, financial reporting and compliance;
4. review the performance of the KMT (or "Management", as set out in the KMT section of this Annual Report) who are responsible for ensuring the timely and effective execution of business strategies and running operations;
5. instill an ethical corporate culture and ensure that the Company's values, standards, policies and practices are consistent with the culture;
6. ensure transparency and accountability to key stakeholders groups; and
7. consider sustainability issues, in particular, climate change and environmental, social and governance factors, in the formulation of the business strategies and corporate policies of the Group.

Matters Requiring Board Approval

Matters that require the Board's decision and approval include:

1. strategies and major business proposals of the Group;
2. acquisitions and disposals of investments, businesses and assets exceeding authorisation limits granted to the Executive Committee ("Exco");
3. new lines of businesses which complement the core business activities of the Group;
4. loans and credit lines from banks and financial institutions and market fund-raising exercises for amounts exceeding authorisation limits granted to the Exco;
5. Group written policies (including policies which set out authorisation limits) and terms of reference of the various Board committees ("Board Committees"); and
6. share issuances, interim dividends and other returns to shareholders.

All Directors are expected to objectively discharge their duties and responsibilities as fiduciaries in the best interest of the Company and avoid conflicts of interest. Directors are updated on the latest relevant statutory and legal requirements to enable them to discharge their responsibilities effectively and be familiar with current corporate governance best practices to ensure proper accountability within the Company.

Conflicts of Interest

The Board has clear procedures for dealing with conflicts of interest. Where a Director faces a conflict of interest, he or she discloses the matter to the Board and recuses himself or herself from meetings, deliberations and making decisions involving the subject of conflict.

Delegation of Duties by the Board

To assist in the execution of its duties, the Board has delegated specific authority to seven Board Committees, which function within their respective terms of reference approved by the Board, setting out the composition, authority and duties of the respective Board Committees.

Executive Committee

The Exco comprises two Executive Directors ("ED") namely, Mr Kuok Khoon Hong (Board Chairman and Chief Executive Officer ("CEO")), who is the Exco Chairman and Mr Pua Seck Guan (Chief Operating Officer ("COO")). The Exco oversees the management of the business and affairs of the Group and its duties and responsibilities include the following:

1. evaluate new business opportunities and submit strategic business proposals, with due consideration given for value creation and upholding sustainability, for approval by the Board;
2. recommend proposed acquisitions and disposals of investments, businesses and assets, which are not within Exco's authorisation limits, for approval by the Board;
3. ensure that the Group operates within the approved budgets, business direction and the approved internal controls and risk limits put in place by the Group;
4. formulate the Company's core values, mission and culture to ensure that obligations to stakeholders are understood and met;
5. set the direction for the KMT to manage engagements with key stakeholder groups and recognise and mitigate adverse perceptions which would affect the Company's business and reputation;
6. general management and operational matters; and
7. monitor Group performance.

Share Purchase Committee

The Share Purchase Committee ("SPC") comprises two EDs namely, Mr Kuok Khoon Hong (SPC Chairman) and Mr Pua Seck Guan. The SPC decides on the terms and all matters relating to share buyback by way of on-market purchase(s) or off-market purchase(s).

Board Sustainability Committee

Having regard to the importance of climate change and ESG issues to Wilmar and to the Board's commitment to integrating sustainability within the Wilmar business model, the Board established the Board Sustainability Committee ("BSC") on 1 January 2022.

The BSC has an independent majority and its members are Mr Kishore Mahbubani (BSC Chairman), Mr Kuok Khoon Hong, Mr Lim Siong Guan and Ms Jessica Cheam.

The BSC's primary responsibilities include providing specific oversight of the Company's sustainability strategy and of sustainability/ESG trends to ensure that the Company's position in these areas are current and compliant with regulatory requirements and international standards, providing input to the Board on ESG issues and sustainability performance and governance over implementation and communications of the Company's sustainability activities with its stakeholders.

Other Committees

In addition to the Exco, SPC and BSC, the following Board Committees, which comprise entirely independent members or an independent majority, provide further safeguards to prevent an uneven concentration of power, authority or decision in any single individual:

1. Audit Committee ("AC") – (Principle 10)
2. Risk Management Committee ("RMC") – (Principle 9)
3. Nominating Committee ("NC") – (Principle 4)
4. Remuneration Committee ("RC") – (Principle 6)

Key Features of Board Processes

The Board conducts regular scheduled meetings on a quarterly basis. Ad-hoc meetings are convened if requested by the Board or if warranted by circumstances deemed appropriate by the Board. All regular Board and Board Committee meetings are planned and scheduled well in advance, in consultation with the Directors. In between scheduled meetings, matters that require the Board or a Board Committee's approval are circulated to all Directors, or Board Committee members, as the case may be, for their consideration, decision and/or approval by email and/or circular written resolution. As provided in the Company's Constitution, Directors may participate in Board and Board Committee meetings by video-conferencing.

Four Board meetings were held during FY2023 to review and to approve, inter alia, the Company's and the Group's financial results for each quarter and the full year. The agenda for Board and Board Committee meetings are prepared in consultation with the respective Chairmen.

The deliberations and discussions taken at all Board and Board Committee meetings are minuted by the Company Secretary who attends the meetings. All written resolutions passed and minutes of meetings held by the various Board Committees are accessible to all Directors.

All materials for Board and Board Committee meetings are sent to Directors at least one week prior to each meeting, allowing Directors sufficient time to prepare for the meetings and to enable meaningful discussions on questions or issues arising from their meeting preparation. The meeting materials are uploaded onto a secure online portal which can be readily accessed on tablet devices by Directors, in line with the Company's ongoing commitment to minimise paper waste and to reduce its carbon footprint.

Attendance at Board and Board Committee Meetings

The attendance of Directors at the Board and Board Committee meetings held in FY2023 is as follows:

	BOARD OF DIRECTORS	AUDIT COMMITTEE	BOARD SUSTAINABILITY COMMITTEE	RISK MANAGEMENT COMMITTEE	NOMINATING COMMITTEE	REMUNERATION COMMITTEE
No. of meetings held	4	5	4	4	1	1
	Attendance	**Attendance**	**Attendance**	**Attendance**	**Attendance**	**Attendance**
Name of Director						
EXECUTIVE DIRECTORS						
Kuok Khoon Hong	4/4	–	4/4	4/4	1/1	–
Pua Seck Guan	4/4	–	–	–	–	–
Teo La-Mei	4/4	–	–	–	–	–
NON-EXECUTIVE AND NON-INDEPENDENT DIRECTORS						
Kuok Khoon Ean	3/4	–	–	–	–	–
Kuok Khoon Hua (or in his absence, Tong Shao Ming)	4/4	–	–	–	–	–
Gregory Morris (or in his absence, Juan Ricardo Luciano)	4/4	–	–	–	–	–
INDEPENDENT DIRECTORS						
Lim Siong Guan	4/4	5/5	4/4	4/4	1/1	1/1
Tay Kah Chye(1)	1/1	1/1	–	1/1	1/1	1/1
Kwah Thiam Hock(1)	1/1	1/1	1/1	–	1/1	1/1
Kishore Mahbubani	4/4	–	4/4	–	–	–
Teo Siong Seng	4/4	–	–	–	–	–
Soh Gim Teik	4/4	4/4	–	3/3	–	–
Chong Yoke Sin	4/4	4/4	–	–	–	–
Louis Cheung(2)	3/3	–	–	–	–	–
Jessica Cheam(3)	2/3	–	1/1	–	–	–

Notes:
(1) Mr Tay Kah Chye and Mr Kwah Thiam Hock retired from the Board at the conclusion of the 2023 AGM on 20 April 2023. Mr Soh Gim Teik, Mr Lim Siong Guan and Dr Chong Yoke Sin filled the vacated positions in the relevant Board Committees on the same day.
(2) Dr Louis Cheung was appointed as a Non-Executive and Independent Director of Wilmar on 20 April 2023.
(3) Ms Jessica Cheam was appointed as a Non-Executive and Independent Director of Wilmar on 20 April 2023 and as a member of the BSC on 1 October 2023.

The Exco and the SPC conducted all matters by written resolution and did not convene meetings in FY2023.

Orientation and Ongoing Training for Directors

We have an orientation framework to facilitate Directors' understanding of our business and their directorship duties. Newly-appointed Directors receive a letter of appointment from the Company which sets out the roles and responsibilities of Directors, together with a set of guidance notes which explain their duties and obligations under the Singapore Companies Act 1967, the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST" or "SGX") and the Securities and Futures Act 2001 of Singapore.

Induction sessions are arranged for newly-appointed Directors to be briefed by Management on the business, operations and financial performance of the Group, including corporate governance practices such as disclosure of interests in transactions and securities, prohibitions on dealings in the Company's securities and restrictions on disclosure of price and trade sensitive information.

New Directors with no prior experience as a director of a SGX-listed company will undergo mandatory training on their roles and responsibilities as prescribed by the SGX-ST. Such training includes attending directors' training courses organised by the Singapore Institute of Directors ("SID").

On an ongoing basis, Directors are provided with opportunities to develop and refresh their skills and knowledge. The Company encourages Directors to participate in seminars, conferences and training programmes which are relevant to their role as Directors, at the Company's expense. Directors may request for briefings on niche topics and the Company will invite its external consultants to do so.

Some of the professional development programmes attended by Directors in the course of FY2023 include the following:

1. ESG and Climate Governance Conference by the SID;
2. Corporate Governance Conference 2023 by Securities Investors Association (Singapore);
3. Closed-door briefing on the two IFRS Sustainability Disclosure Standards issued by International Sustainability Standards Board (ISSB) by Ernst & Young LLP;
4. Briefing on dedollarisation – challenging the USD hegemony by external consultants;
5. Council for Board Diversity 5th anniversary forum;
6. Sustainable Finance Summit on "Unlocking Capital for Sustainability" by Eco-Business;
7. Briefing on Singapore Exchange Regulation's Cyber Incident Response Guide by Wilmar's IT Department; and
8. Briefings by SID on topics such as "Beyond the Nine-Year Rule – How Nominating Committees can Transform Governance" and "Early Lessons and Issues for Board Directors".

The Board Chairman and the NC Chairman may jointly and regularly review with each Director on his or her training and professional development needs.

External experts – the Board is regularly briefed on the strategic and business development of the Group at each Board meeting by the CEO. The Board is also briefed on changes to the accounting standards and regulatory updates by the external auditor, Management and the Company Secretary or on specific topics at the Directors' requests. During FY2023, the Company invited its external consultants to brief the Board on the topic of Dedollarisation.

Overseas site visits – from time to time, the Company organises on-site visits for Directors to the Group's key operating facilities located overseas to enable them a better understanding of the Group's businesses. During FY2023, the Board visited the Group's facilities in Lianyungang, Qingdao, Shanghai, Taizhou and Zhoukou in the People's Republic of China ("China") together with local senior management personnel, enabling Directors to see day-to-day operations, gain a deeper understanding of the business, meet local business partners and stakeholders. In Lianyungang, the Board also visited the Yihai Student Support Centre, commonly referred to as Yihai Orphanage, which is a joint philanthropic initiative with a unique model of orphan assistance led by the Company's subsidiary Yihai Kerry Arawana Holdings Co., Ltd ("YKA") in collaboration with the Arawana Charity Foundation. The Arawana Charity Foundation was established in 2013 by the YKA Group and is registered with the Ministry of Civil Affairs of the People's Republic of China.

Media monitoring – as part of the Company's continuing efforts to share relevant business updates with the Directors, the Company's Corporate Communications Department circulates to the Board a daily media monitoring featuring news articles and reports relevant to the Group's businesses to keep Directors updated on current industry trends and issues. News releases and newsletters issued by the SGX-ST, the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority ("ACRA"), the Company's external auditor and professional advisors, which are relevant to Directors and the operations of the Group, are also circulated to the Board.

Access to Complete, Adequate and Timely Information

Access to Information – Directors receive complete and adequate reports and discussion papers a week before scheduled Board and Board Committee meetings, enabling them to be prepared for the meetings and to make timely and informed decisions. Amongst other reports, the Board is also provided with reports from the internal and external auditors and the Risk Management teams containing key findings arising from interim and completed financial, operational, compliance and IT audits and risk assessment reports on key businesses of the Group for review and evaluation.

The Board is briefed on Group business activity by the CEO at every Board meeting and relevant Management personnel are required to attend meetings of the Board and Board Committees to provide insight into matters being discussed at these meetings and to respond to any questions that the Directors may have.

Access to Management, Company Secretary and Independent Advisers – The Board has direct, independent and unrestricted access to the KMT, including the CEO, COO, Chief Financial Officer ("CFO"), Group Treasurer, Chief Sustainability Officer, Group Head of Human Resources ("Group HR Head"), Chief Information Officer and Company Secretary at all times.

The Board is kept updated on changes to the senior management organisation structure. An up-to-date organisational chart of the KMT is made available to the Board, together with the contact details of the KMT, to enable Directors to contact them directly to address any questions the Directors may have. This is to ensure direct access to the KMT at all times, to promote and facilitate good information flow between the Board and the KMT.

Requests for information from the Board are dealt with promptly by the KMT. Informal gatherings between the KMT and the Board are organised from time to time, to enable the Directors to get better acquainted with the KMT and to gain better insight into their respective areas of responsibility.

Access to Professional Advice – To enable Directors to discharge their duties effectively, they are free to seek independent professional advice, if necessary, at the Company's expense.

Company Secretary

The Company Secretary supervises the administration of Board matters and advises the Board on all governance issues, corporate matters, facilitates orientation of new Directors and assists with the professional development of existing Directors as required. The Board has separate and independent access to the Company Secretary.

The Company Secretary is also the Group Legal Counsel and is responsible for ensuring that Board procedures are observed and that the Company's Constitution and applicable laws and regulations are complied with. The Company Secretary assists the Chairman in ensuring good information flow within the Board and its Board Committees and between the KMT and Non-Executive Directors. The approval of the Board is required in respect of the appointment and removal of the Company Secretary.

Principle 2: Board Composition and Guidance

Size and Board Composition

The Board, through regular reviews by the NC and guided by its Board Diversity Policy, which is publicly available on the Company's website, seeks to ensure an appropriate level of diversity on the Board to provide effective entrepreneurial leadership to the Company. Taking into account the complex nature and wide scope of the Group's business and operations, the Board considers the current board size of 13 members appropriate. The Board has 23% female representation and 77% male representation.

Board Diversity

The Board is made up of Directors of different nationalities, cultural ethnicities, age groups, skills, experience and qualifications. Reflecting the global reach of the Group's business, most of Wilmar's Directors have extensive experience in jurisdictions outside Singapore. Their collective diverse experience and in-depth knowledge of the Group's business operations enables Wilmar to continue to meet the challenges and demands of the global markets in which it operates. The Board's diversity and balance are illustrated by the infographics and tables on pages 77 and 78 of this Annual Report.

In reviewing Board composition and in succession planning, the NC considers the benefits of all aspects of diversity, including of skills, age, experience, gender, independence, education, cultural ethnicity and industry knowledge.

A key requirement is that only individuals with broad-based experience and complementary skills will be appointed to the Board. The NC annually reviews the Company's progress towards achieving its diversity targets.

The Board and the NC will consider opportunities to increase the proportion of members from different areas of expertise, nationalities, ethnicities, gender and age groups over time when selecting and making recommendation on suitable candidates for Board appointments in order to ensure that an appropriate balance of diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices.

During FY2023, two long-serving Directors, Mr Kwah Thiam Hock and Mr Tay Kah Chye retired at the conclusion of the Company's 2023 annual general meeting ("AGM") after more than 16 years of service. Two new Non-Executive and Independent Directors, Dr Louis Cheung and Ms Jessica Cheam, the fourth female Director on the Board, were appointed on the same day.

The skillsets required and applicable to serve the needs of the Group are set out in the "Directors' Expertise and Experience Matrix" on page 78 of this Annual Report. The matrix maps out Directors' experience in areas and illustrates a good balance of skillsets to serve the needs of the Group. Similarly, Directors' experience by geography is mapped out in the matrix on page 78 of this Annual Report and illustrates a good balance to serve the needs of the Group.

Board Diversity Policy, Targets, Timeline and Progress

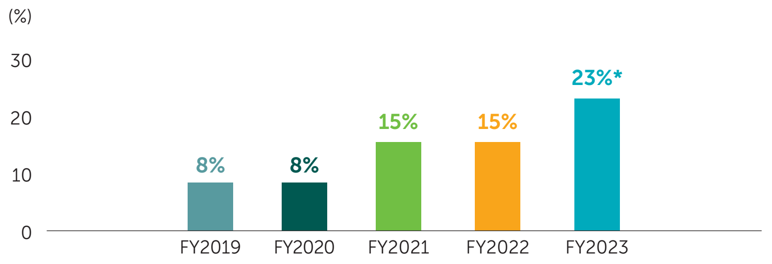
Wilmar updated its Board Diversity Policy in October 2022 to introduce new gender diversity targets.

Targets and timeline - In line with recommendations by the Singapore Council for Board Diversity, Wilmar's policy contains a target of bringing female representation on the Board to 25% by 2025 and 30% by 2030. The policy is available on Wilmar's corporate website and progress will be reported in the Corporate Governance Report each year.

Progress - During FY2023, Wilmar appointed an additional female director, Ms Jessica Cheam to the Board. As at the date of this Corporate Governance Report, Wilmar's Board has 23% female representation, constituted by three female Directors, excluding a fourth female Alternate Director.

The percentage of female representation on the Wilmar Board has increased from 8% in 2019 and 2020 to 15% in 2021 and 2022 and then to 23% in 2023, as illustrated in the following chart:

Gender Diversity – Female Representation on Wilmar board



*Excludes a fourth female Alternate Director

Plans - To reach the targets in accordance with the targeted timeline, the Board will be guided by the Board Diversity Policy in making decisions on appointment, re-election or retirement of its members and the NC will conduct an annual diversity review to ensure: (i) the effectiveness of the policy; and (ii) the objectives of the policy are still relevant and fit for the intended purpose.

The NC will, from time to time, review the Board selection process and its progress in meeting the objectives of the Board Diversity Policy. The Company will put in place processes to identify and appoint new Board members through the use of external consultants, if necessary, and expand the scope of its search for appropriate candidates by going beyond the Board's existing network of contacts and will strive to ensure that any brief to external consultants to search for candidates for appointment to the Board will include a requirement to present candidates who meet the Company's diversity criteria.

In addition to gender diversity, the Board Diversity Policy addresses diversity in expertise, nationality, ethnicity, gender and age group. Diversity on the Board is illustrated in the infographics and tables on pages 77 and 78 of this Annual Report.

New Appointments

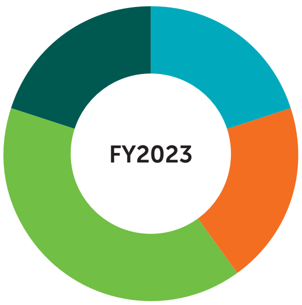
During FY2023, the Board made progress in achieving greater gender, skillset, age and cultural diversity with the appointment of two new Directors:

Dr Louis Cheung, age 60 years, was appointed on 20 April 2023 to the Board as a Non-Executive and Independent Director. Dr Cheung is based in Hong Kong SAR and is co-founder and Managing Partner of Boyu Capital, which focuses on private equity investment in Asia. He has had a wide range of experience in board and senior management positions, including past directorships in Fubon Financial Holding and Standard Chartered PLC. The Board welcomes the expansion of its perspective, competencies and skills, contributed to by Dr Cheung. Dr Cheung will be completing the SID's Listed Entity Director Programme in 2024, within a year of his appointment.

Ms Jessica Cheam, age 40 years, was appointed on 20 April 2023 to the Board as a Non-Executive and Independent Director. Ms Cheam is based in Singapore and is founder and Managing Director of Eco-Business, an independent media and advisory company which operates Eco-Business.com, a leading sustainable development news platform. Ms Cheam is also an ESG Committee member of the SID and an Independent Director of ComfortDelGro as well as Chairman of its Board Sustainability Committee. The Board welcomes the expansion of its perspective, competencies and skills, contributed to by Ms Cheam, particularly in ESG matters and also the diversification of gender and age groups of the Wilmar Board. Ms Cheam is the fourth female Director on the Board (including one female Alternate Director).

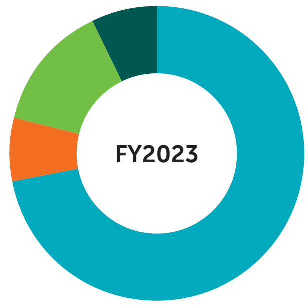
The following charts illustrate Wilmar's Board diversity indicators as at the end of FY2023:

AGE



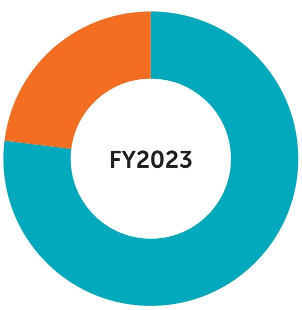
Age < 50	20%
Age 51-60	20%
Age 61-70	40%
Age > 71	20%

NATIONALITY



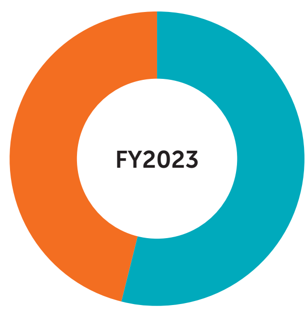
Singapore	72%
Malaysia	7%
USA	14%
Hong Kong SAR	7%

GENDER
Not including Alternates



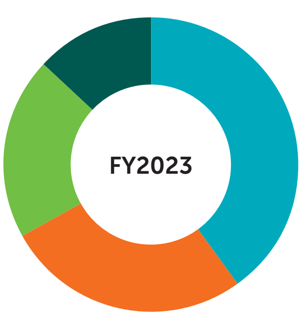
Male	77%
Female	23%

INDEPENDENCE
Not including Alternates



Independent	54%
Non-Independent	46%

LENGTH OF SERVICE



0-3 years	40%
4-6 years	27%
7-9 years	20%
More than 9 years	13%

The Board's skill matrix, which sets out the expertise, skill and experience of the Board, is as follows:

Directors' Expertise and Experience Matrix

DIRECTORS	KUOK KHOON HONG	PUA SECK GUAN	TEO LA-MEI	KUOK KHOON EAN	KUOK KHOON HUA	GREGORY MORRIS	LIM SIONG GUAN	KISHORE MAHBU-BANI	TEO SIONG SENG	SOH GIM TEIK	CHONG YOKE SIN	LOUIS CHEUNG	JESSICA CHEAM	JUAN RICARDO LUCIANO	TONG SHAO MING
Banking & Finance		√		√					√			√			√
Insurance												√			
Accounting & Finance						√				√		√			√
Legal			√												√
Corporate Governance			√	√						√		√	√	√	√
Risk Management	√			√		√	√			√		√	√	√	
Industry knowledge	√	√		√	√	√								√	√
Entrepreneurial and management	√	√		√	√		√		√		√	√	√		
Investment	√	√		√	√		√				√	√	√		√
Public Policies							√	√					√		
Shipping	√			√					√						
Commerce	√	√		√					√						
Strategy and Business Analysis	√	√		√	√	√	√	√		√	√	√		√	√
Corporate Restructuring	√	√	√	√	√				√	√	√	√			√
Information Technology and Cyber Security		√									√	√			
Communication													√		

Directors' Expertise and Experience Matrix by Geography

DIRECTORS	KUOK KHOON HONG	PUA SECK GUAN	TEO LA-MEI	KUOK KHOON EAN	KUOK KHOON HUA	GREGORY MORRIS	LIM SIONG GUAN	KISHORE MAHBU-BANI	TEO SIONG SENG	SOH GIM TEIK	CHONG YOKE SIN	LOUIS CHEUNG	JESSICA CHEAM	JUAN RICARDO LUCIANO	TONG SHAO MING
Singapore	√	√	√	√			√	√	√	√	√	√	√		√
PRC (incl Hong Kong SAR)	√	√	√	√	√			√	√	√	√	√			√
Indonesia and Malaysia	√	√	√	√				√		√		√	√		√
Africa	√		√						√						
Australia	√		√	√					√		√				
USA				√		√		√			√	√		√	
India	√	√	√					√	√						
Russia	√														
Ukraine	√														
South America						√								√	
Vietnam									√						√
UK												√	√		√
Thailand															√

ESG Expertise

The majority of Wilmar's Board of Directors have business experience and expertise related to at least one of Wilmar's 16 material sustainability topics which may be found in Wilmar's latest Sustainability Report.

To ensure that our Board is equipped with the knowledge and skills to effectively contribute in their roles as Directors, we provide various training and briefings. On an ongoing basis, Directors are provided with opportunities to develop and refresh their skills and knowledge.

All Directors are invited to attend meetings of the BSC and all Directors attended all BSC meetings in FY2023. In 2023, our new Directors who had not already attended SGX-ST's prescribed mandatory sustainability training course(s) for board of directors did so during the year.

Board Independence

The Board has an independent majority, comprising seven Independent Directors and six Non-Independent Directors. The number of Independent Directors of the Company makes up more than half of the Board, providing a strong and independent majority element which facilitates the exercise of independent and objective judgement. This is in line with the Code which prescribes that, where the Chairman of the Board is also the CEO, the Independent Directors should make up a majority of the Board.

The NC reviews and determines annually whether each Director is independent in accordance with the requirements of the Listing Manual of the SGX-ST, the Code and where relevant, the recommendations set out in the Corporate Governance Practice Guidance 2023 ("CGPG"). Under the Code, an Independent Director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers, that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interest of the Company.

For the year under review, each Independent Director completed a declaration of independence form ("Declaration Form"), whereby they were required to declare their independence and submit it to the NC for review. The Independent Directors are required to disclose to the Board their relationships with the Company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence. If the Board, having taken into consideration the views of the NC, determines that such Directors are still independent, notwithstanding the existence of such relationships, it will disclose the reasons for maintaining its view.

One of the Company's Independent Directors, Mr Teo Siong Seng, is the Executive Chairman of Pacific International Lines (Private) Limited ("PIL"), a container shipping company in which he, together with his immediate family, holds an effective interest of less than 30%. In his Declaration Form, Mr Teo declared that PIL provided shipping services to Raffles Shipping International Pte. Ltd. ("RSI"), which is an indirect wholly-owned subsidiary of Wilmar and that all contracts between PIL and RSI were negotiated independently. For FY2023, PIL received freight charges amounting to US$6.17 million from RSI.

In assessing Mr Teo's independence, the NC took into account that:

1. there is an adequate internal control process in place to appoint the most suitable container liner for the business of RSI in particular and Wilmar in general, and all liner services booked by RSI (including those provided by PIL) are transacted on arm's length terms and at market price; and
2. Mr Teo was not involved in the decisions by RSI or Wilmar to use PIL or for that matter, any container liner company for shipping services.

The NC is of the view that Mr Teo should be considered independent, notwithstanding that the value of the transactions between RSI and PIL exceeded the S$200,000 threshold for the financial year as set out in the CGPG. Mr Teo has demonstrated strong independence in judgement and professionalism, as well as displayed objectivity in his conduct in the discharge of his duties and responsibilities as an Independent Director of the Company. The business relationship between RSI and PIL does not interfere with the exercise of Mr Teo's independent business judgement in the best interest of Wilmar.

Based on their respective annual Declaration Forms, all the Independent Directors of the Company do not have any relationships identified in the Listing Manual of the SGX-ST, the Code and CGPG which may affect their independent judgement. The NC is satisfied that the Independent Directors have continued to maintain independence in their oversight role. They have demonstrated strong independence in judgement and professionalism, as well as displayed objectivity in their conduct in the discharge of their duties and responsibilities as Independent Directors of the Company.

Taking into account the above, the Board agreed with the NC that all the Independent Directors, namely, Mr Lim Siong Guan, Mr Kishore Mahbubani, Mr Teo Siong Seng, Mr Soh Gim Teik, Dr Chong Yoke Sin, Dr Louis Cheung and Ms Jessica Cheam be considered independent.

The Independent Directors, led by the Lead Independent Director, are free to discuss company matters without Management being present. The Lead Independent Director may provide feedback to the Board Chairman after such discussions.

The Board is satisfied that in FY2023, all Directors exercised independent judgement and made decisions objectively in the best interest of the Group.

Long-Serving Directors

SGX RegCo announced in January 2023 that it will limit the tenure of Independent Directors serving on the boards of issuers listed on SGX to nine years and even though there is a transition period until the Company's 2024 AGM, the Company early-adopted the new listing rules with the retirement of two long-serving Directors, Mr Kwah Thiam Hock and Mr Tay Kah Chye at the conclusion of the Company's 2023 AGM, after more than 16 years of service. Mr Kwah and Mr Tay were first appointed to the Wilmar Board on 14 July 2006.

Non-Executive Directors

Non-Executive Directors make up a majority of the Board. With their knowledge and competency in their respective fields, Non-Executive Directors provide constructive advice and good governance guidance for the Board to discharge its principal functions effectively. Non-Executive and Independent Directors provide an independent and constructive check on Management. EDs provide insights on the Company's day-to-day operations, as appropriate, and also provide Management's views without undermining Management's accountability to the Board and collaborate closely with Non-Executive Directors for the long-term success of the Company.

Principle 3: Chairman and Chief Executive Officer

Wilmar's Chairman and CEO positions are held by the same individual, Mr Kuok Khoon Hong. Combining the roles of Chairman and CEO has created exceptional leadership, clear accountability and unparalleled depth of knowledge to deal with the Group's strategic challenges and growth opportunities.

Mr Kuok is responsible for the management of the Wilmar Group, including business development and risk management of its operations. Because of the enormous opportunities available to the Group, coupled with Mr Kuok's years' of experience in the business, the dual role that he holds enables him to tap maximum potential for the Group and grow the business more effectively.

The effectiveness of this arrangement is proven by the fact that Wilmar became a Fortune 500 company in 2009, is one of Asia's largest agri-business groups in less than 20 years after its inception and has continued to grow its operations with consistent profit. Wilmar achieved its highest profit in FY2022 despite geo-political and pandemic challenges resulting in a highly volatile commodities market.

As the Chairman of the Board, Mr Kuok leads the Board in an effective and strategic manner whilst ensuring high standards of corporate governance. He chairs all Board meetings and sets the agenda, ensuring that Board members receive accurate and timely information to enable them to be fully cognisant of the affairs of the Group. The Chairman promotes a culture of openness and debate at the Board and solicits contributions from the Board members to facilitate constructive discussions and this is affirmed by feedback from Directors in the annual Board assessment.

All strategic and major decisions relating to the business and management of the Group are jointly and collectively made by the Board, there is a balance of power and authority and no one individual controls or dominates the decision-making process of the Company.

As CEO, Mr Kuok delivers the execution of the Company's strategic and operational plans which cover the day-to-day management of the Company. Mr Kuok is assisted by the COO, Mr Pua Seck Guan, in overseeing and managing the businesses of the Group and in developing new businesses. There is no familial relationship between Mr Kuok and Mr Pua.

Although the role of the Chairman and CEO are held by the same individual, there is adequate accountability and transparency reflected by internal controls established within the Group as well as the fact that the Board and all Board Committees each have at least an independent majority, and the Board has a Lead Independent Director, which ensures an element of independence in the decision-making and prevents uneven concentration of power and authority in a single individual.

Lead Independent Director

Mr Lim Siong Guan is Wilmar's Lead Independent Director ("LID"). He plays an additional facilitative role within the Board, and where necessary, he may facilitate communication between the Board and shareholders or other stakeholders of the Company.

The LID is available to address stakeholders' concerns through his email address **siongguan.lim@sg.wilmar-intl.com** for circumstances in which contact through the normal channels of communication with the Chairman and Management may be inappropriate or inadequate. Mr Lim acts as a counter-balance on management issues in the decision-making process.

The role of Mr Lim as the LID may include chairing Board and Board Committee meetings in the absence of the Chairmen, working with the Chairman in leading the Board, and providing a channel to Non-Executive Directors for confidential discussions on any concerns and to resolve conflicts of interest should these arise. The LID may help the NC conduct annual performance evaluation and develop succession plans for the Chairman and CEO as well as senior management and help the RC design and assess the Chairman and CEO's remuneration.

The Board is of the opinion that there is sufficient independence in its exercise of objective judgement on business affairs of the Group and no one individual has unfettered powers of decision-making, notwithstanding the roles of Chairman and CEO being filled by the same individual.

Principle 4: Board Membership

The members of the NC are:

1. Mr Lim Siong Guan (NC Chairman) – Non-Executive and Independent Director;
2. Mr Kuok Khoon Hong – Executive and Non-Independent Director;
3. Mr Soh Gim Teik – Non-Executive and Independent Director; and
4. Dr Chong Yoke Sin – Non-Executive and Lead Independent Director.

The NC met once during FY2023. The NC's role is set out in its written terms of reference. The functions of the NC include the following:

1. review and recommend to the Board, all appointments, re-appointments and retirement of Directors (including Alternate Directors, if applicable);
2. determine annually, and as and when circumstances require, the independence of the Independent Directors;
3. review the balance and mix of relevant experience, knowledge, skills as well as attributes of the Directors as well as the size and composition of the Board to meet the business and governance needs of the Group;
4. evaluate whether or not a Director is able to and has been adequately carrying out his or her duties as a Director of the Company when he or she holds multiple listed company board representations and other principal commitments;
5. develop a process to conduct formal assessments of the effectiveness of the Board, the Board Committees and Directors;
6. review and recommend training needs (including professional development programmes) for the Board and its Directors;
7. review the succession plans for the Board and KMT; and
8. review and recommend to the Board, the appropriate performance benchmarks for monitoring the share performance of Wilmar, relative to its peers in the same industry and movements in the Singapore Straits Times Index ("SSTI").

Directors' Time Commitment and Multiple Directorships

In determining annually whether Directors, who hold other non-Group board appointments, are able to and have adequately carried out their duties as Directors of the Company, the NC takes into account each Director's commitments, attendance record at meetings of Board and Board Committees, as well as their conduct and contributions (including preparedness, participation and candour) at the Board and Board Committees meetings and the results of the assessment of the competencies, commitment and contributions of the individual Director.

The Board acknowledges that setting a prescriptive limit on listed company board representations may help to address the issue of competing time commitments of Directors and while the Board has not set a maximum number of listed company board representations a Director may hold, all Directors appreciate the high level of commitment required of a Director. The Board is of the opinion that a more meaningful measure is the quality of time spent on the Company's matters and the ability to contribute effectively to the Board.

The NC and the Board are satisfied that in FY2023, each of the Directors was able to devote sufficient time and attention to the affairs of the Company and has diligently discharged his or her duties as a Director of the Company.

Succession Planning and Board Renewal

The Board embraces the philosophy that a good Board needs the support of a strong and effective management team. Hence the Board recognises the importance of identifying and developing potential leaders and managers to fill key positions (whether on the Board or senior management) in the Company and Group, from both internal and external sources. This is an ongoing process based on the Group's short and longer term needs in terms of skill, expertise, knowledge and experience. Additionally, the Company is supportive of gender and workforce diversity and will continually train and groom capable staff to fill key positions to bolster the overall strength and depth of the KMT for the Group's global operations.

In FY2023, Mr Tay Kah Chye and Mr Kwah Thiam Hock, who had each served more than 16 years on the Wilmar Board, retired from the Board at the 2023 AGM on 20 April 2023 and Dr Louis Cheung and Ms Jessica Cheam were appointed as Non-Executive and Independent Directors.

Process for Selection and Nomination of New Directors

The NC identifies potential Director candidates by tapping on its network of contacts and recommendations from Directors and/or may engage external professionals to identify and short-list the most competent individuals who are capable of contributing to the success of the Group. In the selection process, the NC takes into consideration diversity in skills, experience, gender, age and industry knowledge as well as the desired competencies of the potential Director while being guided by the Board Diversity Policy.

The objective is to boost the Board's competency in its leadership strength and to add diversity of skills to the existing attributes of the Board.

The NC interviews the short-listed candidates and makes its recommendations to the Board for approval. All Board appointments are based on merit, taking into account the contributions the candidates can bring to the Board to enhance its effectiveness. Upon the appointment of a new Director, the NC may recommend to the Board, his or her appointment to the appropriate Board Committee(s) after matching the Director's skillset to the needs of each Board Committee.

Dr Louis Cheung and Ms Jessica Cheam were appointed as Non-Executive and Independent Directors on 20 April 2023 and the Board welcomes their contribution to diversity of gender, nationality, age and culture.

Rotation and Re-election of Directors

Prior to each AGM, the Company Secretary proposes to the NC, which Directors are required to retire by rotation at that AGM. The NC will then review the composition of the Board and the need for progressive Board renewal to decide whether to recommend to the Board the re-election of these Directors, after taking into account factors such as their attendance, participation, contribution, expertise, competing time commitments and well as SGX listing rules on independence and tenure.

One-third (or the number nearest one-third) of the Directors (including EDs) who have been longest in office since their last re-election, are required to retire by rotation at each AGM at least once every three years. These Directors are eligible for re-election, subject to approval by shareholders at the AGM. The Directors who are retiring and wish to be re-elected are required to provide their consent to seek re-election at the AGM.

As required under the Company's Constitution, new Directors appointed by the Board during the financial year will hold office only until the next AGM following their appointment and they will be eligible for re-election. Newly appointed Directors are not taken into account in determining the number of Directors who are to retire by rotation.

Principle 5: Board Performance

The NC conducts an annual formal assessment of the effectiveness of the Board, Board Committees and the contributions of Directors on an annual basis. The purpose of the annual evaluation is to seek the respective views of the Directors on various aspects of the Board's performance and effectiveness of the contributions of Directors.

The Board, with the assistance of the NC, approves the objective performance criteria and process, which includes comparison of key performance indicators of the Company with its peers and the Company's share price performance vis-à-vis the SSTI. This collective process has also provided an opportunity to obtain insightful feedback from each Director on suggestions to enhance the effectiveness of the Board. No external consultant was engaged for the assessment process in FY2023.

Board assessment is done on a collective basis by requiring each Director to complete an electronic evaluation form which covers areas such as Board processes, Board accountability, Board knowledge of key risk management and internal control issues as well as guidance to Management.

The assessment of the effectiveness of Board Committees is done by the respective Board Committee members. As for the appraisal of the contributions of Directors, the evaluation is done collectively based on several factors including Directors' effective contributions and their knowledge of the Group's business operations and regulatory requirements. The reason for adopting a collective evaluation instead of peer evaluation by each Director is to maintain and promote unity amongst Board members through constructive communication within the Board functioning as a whole. The assessment of the Board Chairman is done through assessment of him in his concurrent role as CEO.

The results from the exercise and the feedback obtained from the Directors are collated by the Company Secretary and shared with the NC Chairman, Board Chairman and the NC members, and subsequently with the entire Board, for review and decision to implement appropriate actions to enhance key areas (if any) that have been identified for improvement. The NC Chairman is active in the review of feedback received through the exercise and guided the follow-up action required.

The NC, having assessed the performance of the Board, Board Committees and the contributions of Directors for FY2023 through its formal annual evaluation process, found no significant issue that warranted the Board's attention. The results of the assessments were satisfactory and accepted by the Board. However, the Group's range of business operations is vast and feedback from the FY2023 evaluation exercise showed that Directors appreciate opportunities to gain a deeper understanding of the Group's operations. Other than on-site visits to overseas facilities, regular briefing sessions will be conducted by various business units to give an overview of that area of business.

B. REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

The Remuneration Committee ("RC") assists the Board to ensure competitive compensation policies and packages are put in place. The scope of the RC covers review of remuneration packages for individual Directors and key management personnel, and also share option plans.

During FY2023, the RC was chaired by Mr Kwah Thiam Hock until his retirement at the 2023 AGM on 20 April 2023, upon which Mr Lim Siong Guan, who is also the Company's Lead Independent Director, was appointed RC Chairman.

The other members of the RC are Mr Soh Gim Teik and Dr Chong Yoke Sin who joined the RC on 20 April 2023 upon the retirement of former RC members, Mr Kwah Thiam Hock and Mr Tay Kah Chye.

All RC members are Independent Directors and no Director is involved in deciding his own remuneration.

The RC met once in 2023. In accordance with the RC's terms of reference, the RC's responsibilities are to:

1. review and recommend to the Board, a framework of remuneration for the Board and key management personnel. The framework covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, grant of shares and share options and benefits-in-kind;
2. review and determine the specific remuneration packages for each Director as well as for the key management personnel;
3. implement and administer the Company's share options plan;
4. review the Group's obligations arising in the event of termination of the Executive Directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses; and
5. review the development of senior management and key executives and assess their strengths and development needs based on the Group's leadership competencies framework, with the aim of building talent and maintaining strong and sound leadership for the Group.

The RC members have access to appropriate advice from the Group HR Head who attends all RC meetings. The Group HR Head also provides benchmarks of remuneration packages paid by comparable companies in various industries so as to ensure that our remuneration packages are competitive and in line with market rates.

The RC, if it requires, may seek expert advice on executive compensation matters from professional firms. During FY2023, the RC did not require the service of an expert adviser on executive compensation matters.

Principle 7: Level and Mix of Remuneration

The Group's remuneration philosophy is aimed at attracting, retaining and motivating Executive Directors and key management personnel of the highest calibre through a framework which aligns rewards with the performance and the achievement of strategic objectives.

The framework consists of a fixed and a variable component. The variable component includes an annual bonus tied to the performance of the individual and the Company, as well as short and long-term incentives in the form of share options designed to strengthen the pay-for-performance framework which serves to reward and recognise key executives' contributions to the growth of the Company.

The RC seeks to ensure that key criteria, namely, company profitability, competitiveness, reasonableness, and linkage to performance are satisfied for the executives' remuneration package.

The fixed component is determined by benchmarking against similar industries, taking into consideration the individual's responsibilities, performance, qualification and experience. This fixed base may be presented in a combination of cash and non-cash benefits, at the Group's discretion.

These benefits aim to directly align the interests of Directors, senior management and key executives with the interests of shareholders, to improve performance and achieve sustainable growth for the Company and to strengthen the ownership culture among its senior management and key executives in times of rapid globalisation.

ESG targets

In the Company's continuous efforts to create sustainable value for stakeholders, the Company has taken into consideration relevant key ESG targets in the annual performance review of its Executive Directors and key management personnel. The key ESG targets which were incorporated in the performance review for FY2023 include Climate Change, Responsible Sourcing and Supply, Health and Safety, Business, Ethics and Compliance as well as Talent Retention. These ESG targets form part of a larger set of ESG topics that have been identified as being material to the Group.

The Company places emphasis on ensuring that every Board member and senior management member are aligned with our ESG values. The ESG targets included in the key performance indicators for performance review are reviewed on an annual basis and the ESG targets chosen for FY2022 were found to be still relevant for FY2023. The performance of each senior management member was appraised with reference to the key targets, along with external factors such as changing business environment and industry trends, to determine the executives' remuneration package.

Directors' Fees

Independent Directors of the Company do not receive any salary. They receive annual Directors' fees, which are subject to the approval of shareholders at the Company's AGM. To align the interests of Independent Directors with the interests of shareholders, they also participate in the Company's share option scheme. The RC ensures that the Independent Directors are not over-compensated to the extent that their independence may be compromised.

Fee Structure for Directors' Fees for FY2023

1. A single base fee of S$90,000 for serving as Non-Executive Director;
2. Additional fee of S$25,000 for serving as Lead Independent Director; and
3. The fee for serving as Chairman/ Member on the following Board Committees is as follows:-

CHAIRMAN'S FEE	FY2023 (S$)
Audit Committee	45,000
Risk Management Committee	40,000
Nominating Committee	25,000
Remuneration Committee	25,000
Board Sustainability Committee	30,000

MEMBER'S FEE	
Audit Committee	25,000
Risk Management Committee	20,000
Nominating Committee	12,000
Remuneration Committee	12,000
Board Sustainability Committee	20,000

Clawback Scheme

To drive management behaviour and performance as well as to reflect the Company's commitment to protecting shareholder value and to ensure accountability for actions, the remuneration of the KMT and selected senior executives was made subject to a clawback scheme which was implemented in 2014.

The clawback scheme allows the Company to reclaim, in exceptional circumstances, the incentive components of the remuneration from these key employees, where negligence, misconduct or fraud has resulted in financial or reputational loss to the Company. The list of key executives subject to the clawback scheme is reviewed periodically.

Principle 8: Disclosure on Remuneration

The breakdown of the remuneration of the Directors and the top five key executives of the Company for FY2023 is as follows:

NAME OF DIRECTORS	PROPOSED DIRECTORS' FEE	SALARY* INCLUSIVE OF EMPLOYER'S CPF	BENEFITS	AMORTISATION OF SHARE OPTION EXPENSES**	#VARIABLE BONUS	TOTAL
EXECUTIVE DIRECTORS	S$	S$	S$	S$	S$	S$
Kuok Khoon Hong	Nil	1,363,652	52,338	466,725	11,500,000	13,382,715
Pua Seck Guan (part-time)	Nil	710,792	43,590	311,150	2,900,000	3,965,532
Teo La-Mei	Nil	719,224	600	233,363	1,700,000	2,653,187
NON-EXECUTIVE DIRECTORS						
Kuok Khoon Ean	90,000	–	–	147,500	–	237,500
Kuok Khoon Hua	90,000	–	–	147,500	–	237,500
Tong Shao Ming (Note 1)	–	–	–	–	–	–
Gregory Morris (Note 2)	90,000	–	–	–	–	90,000
Juan Ricardo Luciano (Note 1)	–	–	–	–	–	–
Lim Siong Guan *(Lead Independent Director)*	242,092	–	–	147,500	–	389,592
Tay Kah Chye *(Retired: 20 April 2023 as Independent Director) (Pro-rata fees)*	55,192	–	–	147,500	–	202,692
Kwah Thiam Hock *(Retired: 20 April 2023 as Independent Director) (Pro-rata fees)*	57,041	–	–	147,500	–	204,541
Kishore Mahbubani	120,000	–	–	147,500	–	267,500
Teo Siong Seng	90,000	–	–	147,500	–	237,500
Soh Gim Teik	151,930	–	–	147,500	–	299,430
Chong Yoke Sin	124,096	–	–	147,500	–	271,596
Louis Cheung *(Appointed: 20 April 2023 as Independent Director) (Pro-rata fees)*	62,625	–	–	–	–	62,625
Jessica Cheam *(Appointed: 20 April 2023 as Independent Director) (Pro-rata fees)*	67,625	–	–	–	–	67,625

Notes:

* The remuneration reported includes all forms of remuneration from the Company and its subsidiaries. Save as disclosed, they do not receive any other remuneration from the Company and its subsidiaries.

** The fair values of the options are estimated at the respective grant dates using trinomial option pricing in the Bloomberg Option Valuation Module.

Note that variable bonus is paid in 2024 based on amount accrued for FY2023

Note 1 – No fee is payable to Alternate Directors

Note 2 – Fee is payable to Archer Daniels Midland Company

Top 5 Key Executives (names in alphabetical order)

NAME	SALARY INCLUSIVE OF EMPLOYER'S CPF	BONUS AND OTHER BENEFITS	AMORTISATION OF SHARE OPTION EXPENSES	TOTAL
Charles Loo Cheau Leong				
Jean-Luc Robert Bohbot				
Matthew John Morgenroth	17%	78%	5%	100%
Rahul Kale				
Thomas Lim Kim Guan				

The aggregate remuneration of the top five key executives is S$24,412,757. The remuneration of the Company's top five key executives takes into account the pay and employment conditions within the industry and is performance-related. The Company is of the opinion that it is not in the best interest of the Company to disclose the details of each executive's remuneration due to the competitiveness of the industry for key talent.

Remuneration of Immediate Family Member(s) of Director(s)

Ms Kuok Yit Li, the sister of Mr Kuok Khoon Hong, Wilmar's Chairman and CEO, is employed as an Executive in the Finance Department and Mr Kuok Meng Yuan, the son of Mr Kuok Khoon Hong, Wilmar's Chairman and CEO, is a Manager in the Business Development Department of Wilmar Distribution Pte Ltd, a wholly-owned subsidiary of Wilmar. Both their remuneration for FY2023 are in the range of S$50,000 to S$150,000.

C. ACCOUNTABILITY & AUDIT

Principle 9: Risk Management and Internal Controls

The Board, with the assistance of the RMC and AC, is responsible for the governance of risk by ensuring that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets. The RMC proposes to the Board the nature and extent of the significant risks which the Board decides whether to take in achieving strategic objectives. The RMC assists the Board in overseeing market, credit and operational risk governance in the Group.

The RMC is chaired by Mr Lim Siong Guan, who is also Wilmar's Lead Independent Director, and has two other members, Mr Kuok Khoon Hong and Mr Soh Gim Teik. The RMC met four times during FY2023.

Details of the Group's risk governance processes are set out in the Risk Management Report on Page 66 of this Annual Report.

The function and objectives of the RMC include the following:

1. review the overall risk management policies and framework;
2. review and recommend risk limits;
3. determine risk tolerance level for the Group; and
4. review major non-compliance with risk policies.

In carrying out its duties, the RMC is assisted by the Executive Risk Committee ("ERC") which comprises Mr Kuok Khoon Hong (Chairman and CEO), Mr Pua Seck Guan (COO), Mr Charles Loo Cheau Leong (CFO) and Mr Thomas Lim Kim Guan (Group Head, Edible Oils). The principal duties of the ERC are:

1. responsible for the monitoring and improvement of the overall effectiveness of the Group's risk management policies and systems;
2. review and oversee the implementation of trade positions and limits to manage the Group's overall market, credit and operational risk exposures;
3. provide risk management oversight on market risk exposures on commodities and currencies; and
4. establish principal considerations in relation to the type of trading partners/customers of the Group and other merchandising policies (with due consideration given to the prevailing sustainability policies mandated by the Group) to ensure that business activities are within the risk tolerance thresholds approved by the Board.

The Group's risks are indicated in the Group's Integrated Master Risk Management Policy and the largest risks are commodity, credit and foreign exchange risks. Commodity and foreign exchange exposures are actively monitored by the ERC and reported on a quarterly basis to the RMC.

Principle 10: Audit Committee

The AC comprises three Independent Directors, namely Mr Soh Gim Teik (Chairman), Mr Lim Siong Guan and Dr Chong Yoke Sin, all of whom have accounting, financial or business management qualifications, expertise and experience.

The AC does not comprise former partners or directors of Ernst & Young LLP ("EY"), the Company's external auditor, within a period of two years commencing on the date of their ceasing to be a partner or director. No AC member has any financial interest in EY.

The Board is of the view that members of the AC have the appropriate qualifications and the relevant accounting, finance, business management and risk management expertise and experience to collectively discharge the AC functions competently.

During FY2023, the AC was briefed regularly by the external auditor on changes in Financial Reporting Standards which are relevant to the Group's businesses.

The main responsibilities of the AC are to assist the Board in discharging its statutory and other responsibilities in overseeing four main areas, namely financial reporting, internal control and risk management systems, internal and external audit processes and interested person transactions ("IPTs").

The AC's role is set out in its written terms of reference. The duties of the AC include the following:

1. review significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance before their submission to the Board;
2. review and report to the Board at least annually on the adequacy and effectiveness of the Group's risk management systems and internal controls to address material financial, operational, IT and compliance risks which are relevant to the Group's operations;
3. review the adequacy, effectiveness and independence of the Group's internal audit ("IA") function at least annually, including the adequacy of IA resources and its appropriate standing within the Group, as well as the scope and the results of the IA procedures;
4. review terms of engagement, the scope and results of the external audit work, the cost-effectiveness of the audit, and the independence and objectivity of the external auditor;
5. recommend to the Board the appointment, re-appointment, remuneration and removal of the external auditor to be approved by the shareholders of the Company;

6. review the Whistleblowing Policy and arrangements by which staff of the Group and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for such concerns to be raised and independently investigated and for appropriate follow up actions to be taken; and
7. review IPTs in accordance with the requirements of the Listing Manual of the SGX-ST and the mandate for IPTs approved by the shareholders of the Company ("IPT Mandate").

The AC has the explicit authority to investigate any matter within its terms of reference and is at liberty to obtain independent professional advice. It has full access to and the co-operation of Management, as well as reasonable resources to enable it to discharge its duties properly. It has full discretion to invite any Director or executive officer or any other person to attend its meetings.

The principal activities of the AC during FY2023 are summarised below.

Financial Reporting

All Directors (who are not AC members) are invited to attend AC meetings. Various members of the KMT are required to attend AC meetings, as appropriate, to present reports or answer queries. The external auditor attends the half-year and full-year AC meetings.

The AC met five times during FY2023 to review, inter alia, the following:

1. the financial results and statements of the Company and the Group before each of the announcements of the Company's first and third quarters' Executive Financial Summary and half and full year's financial results and statements as well as the auditor's report on the annual financial statements. During the process, the AC reviewed, among other things, the key areas of management judgement applied for adequate provision and disclosure, critical accounting policies and any significant changes made that would have an impact on the financial statements; and
2. the external auditor's plans for the purpose of discussing the scope of the audit and reporting obligations before the audit commences. All significant audit findings and recommendations made by the external auditor were discussed, and where appropriate, implementation of such recommendations was followed up with Management.

In the review of the financial statements for FY2023, the AC has discussed with Management, the accounting principles that were applied and their judgement of items that might affect the integrity of the financial statements. The following key audit matters impacting the financial statements were discussed with Management and the external auditor and were reviewed by the AC:

KEY AUDIT MATTERS	HOW AC REVIEWED THESE MATTERS AND WHAT DECISIONS WERE MADE
Impairment assessment on goodwill and brands	The AC considered the approach and methodology applied to the valuation model in goodwill and brands impairment assessment as well as the reasonableness of cash flow forecasts, the long-term growth rate and discount rate. The impairment review was also an area of focus for the external auditor. The external auditor has included this item as a key audit matter in its audit report for FY2023. Details can be found on pages 115 and 116 of this Annual Report.
Accounting for derivative transactions	The AC considered the methodology and assumptions applied to the valuation of the derivative transactions. The accounting for derivative transactions was also an area of focus for the external auditor. The external auditor has included this item as a key audit matter in its audit report for FY2023. Details can be found on page 116 of this Annual Report.

KEY AUDIT MATTERS	HOW AC REVIEWED THESE MATTERS AND WHAT DECISIONS WERE MADE
Legal proceedings in China	The AC considered Management's views which were formed based on the opinions of the external legal counsel and evaluated Management's approach in assessing the risks in relation to the legal proceedings. The legal proceedings in China were also an area of focus for the external auditor. The external auditor has included this item as a key audit matter in its audit report for FY2023. Details can be found on page 116 of this Annual Report.

Following the review and discussions on the financial statements, the AC recommended to the Board to approve the full year financial statements for FY2023.

During FY2023, the AC had one meeting with the external auditor and internal auditor, without the presence of Management. Such meetings enable the external auditor and Group Head, Internal Audit ("IA Head") to raise issues encountered in the course of their work directly with the AC, in a free and frank manner.

Assurance from the CEO and CFO in respect of FY2023 Financial Statements and Records

The AC reviews the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company. In addition, the Board has received and reviewed a formal assurance from the CEO and CFO that the financial records of the Group have been properly maintained and the financial statements in respect of FY2023 give a true and fair view of the Group's operations and finances.

Opinion on the Adequacy and Effectiveness of Internal Control and Risk Management Systems

The Board has also received assurance from the CEO and CFO that the system of risk management and internal controls in place within the Group is adequate and effective in addressing the material risks faced by the Group in its current business and operating environment, including material financial, operations, compliance and IT risks.

Internal control processes are regularly strengthened to take into account changes to the business needs of the Group. Audit checks are performed by the internal and external auditor, while regular reviews are done by Management, the Board and relevant Board Committees. On these bases, the Board, with the concurrence of the AC, is of the opinion that the Group's internal control and risk management systems were adequate and effective as at 31 December 2023 to address financial, operational, IT and compliance risks which are relevant and material to the Group's operations.

The Board notes that the system of internal controls provides reasonable, but not absolute assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. Further, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

External Audit Processes

The AC manages the relationship with the Group's external auditor, on behalf of the Board. During FY2023, the AC carried out its annual assessment of the cost-effectiveness of the audit process, together with external auditor's approach to audit quality and transparency. The AC concluded that the external auditor demonstrated appropriate qualifications and expertise and that the audit process was effective.

The AC has recommended to the Board, the re-appointment of EY, a firm registered with ACRA, as the Company's external auditor at the forthcoming AGM, taking into consideration the Audit Quality Indicators Disclosure Framework published by ACRA.

Rule 713 of the Listing Manual of the SGX-ST requires that the audit partner in-charge must rotate after five years, but may return after a break of two years.

The Board and AC have reviewed and are satisfied that the appointment of different audit firms for certain subsidiaries, joint ventures and associated companies would not compromise the standard and effectiveness of the audit of the Group. Accordingly, the Company has complied with Rule 712 and Rule 715 (read with Rule 716) of the Listing Manual of the SGX-ST.

Auditor Independence

In order to maintain the independence of the external auditor, the Group has a specific policy which governs the conduct of non-audit work by the external auditor. This policy prohibits the external auditor from:

1. performing services which would result in the auditing of their own work;
2. participating in activities normally undertaken by Management; and
3. acting as advocate for the Group.

The Group also has a pre-concurrence process for the Audit Committee to understand and then concur with the auditor's conclusion that the non-audit services can be provided to the Group and that these non-audit services are consistent with applicable independence requirements, prior to commencement of the service.

The AC undertook a review of the independence and objectivity of the external auditor through discussions with the external auditor as well as reviewing the non-audit fees paid to the external auditor. An analysis of fees paid in respect of audit and non- audit services provided, by breakdown for the past two years, is disclosed in note 10 of the notes to the financial statements found on page 154 of this Annual Report.

Having undertaken a review of the non-audit services provided during the year, the AC remains confident that the objectivity and independence of the external auditor are not in any way impaired by reason of the non-audit services which they provide to the Group. The AC is also satisfied that these services were provided efficiently by the external auditor as a result of their existing knowledge of the business.

Internal Audit

The IA Department conducts audit of companies within the Group and oversees the work being carried out in the respective key operational jurisdictions by the local IA Department. IA is an independent function within the Group and reports directly to the AC with unrestricted access to the AC. The IA Head meets with the AC without the presence of CEO or Management, at least annually.

The Group's IA programme covers all locations, including associates and joint ventures, where Wilmar has significant presence. Significant joint ventures and associates are included in the scope of Wilmar's internal audit plan. The Heads of IA for all locations are also members of the Institute of Internal Auditors ("IIA") or Information Systems Audit and Control Association where they are located and the IA staff have professional qualifications.

The IA Department is staffed by suitably qualified and experience IA staff including the IA Head, who reports directly to the AC functionally, has open communication with the AC and is able to report any risks or control issues directly to the AC Chairman.

The IA Department currently has a headcount of more than 80 globally, ranging from 2 to 47 staff in various locations where the Group operates, including IT auditors.

The IA Head has been with the Company since 2001 and is a Chartered Accountant with the Institute of Singapore Chartered Accountants ("ISCA") and also a member of the IIA Singapore. Prior to that, he was with the WBL Group of Companies from 1995 to 2001. He was with an international accounting firm from 1992 to 1995.

The Company provides training and development opportunities to maintain internal auditors' professional competence and enable them to perform their engagements with due care, proficiency and in accordance with professional standards.

The IA function adopts the International Standards for the Professional Practice of Internal Auditing (the "IIA Standards") issued by the IIA and complies with the IIA standards.

The AC approves the appointment, termination, evaluation and compensation of the IA Head. The scope of authority and responsibility of the IA function is defined in the AC Terms of Reference.

The primary role of the IA function is to assist the Board and Management to meet the strategic and operational objectives of the Group, by providing an independent and objective evaluation of the adequacy and effectiveness of risk management, internal controls and governance processes. The Group's IA approach is aligned with its risk management objectives by focusing on key financial, operations, compliance and IT risks. The annual IA plan is established in consultation with, but independent of, Management. The annual IA plan is reviewed and approved by the AC. Significant IA findings, recommendations and status of remediation, are circulated to the AC, the Board, the external auditor and relevant KMT members. Follow up actions on recommendations by IA are done periodically and reported to the AC half yearly.

The IA Head presents the IA findings to the AC and the Board at the AC and Board meetings on a half-yearly basis. The AC meets with the IA Head once a year, without the presence of Management, to allow the internal and external auditors to speak freely with the AC on matters that may be difficult or sensitive to raise or to discuss in the presence of Management. The internal auditors have unfettered access to all the Group's documents, records, properties and personnel, including the AC and have appropriate standing within the Group.

The AC reviewed and is satisfied that the IA function is independent, effective and adequately resourced with persons with the relevant qualifications and experience and complies with IIA Standards.

Interested Person Transactions

The AC reviewed the Group's IPTs for FY2023 to ensure that the transactions were carried out on normal commercial terms and are not prejudicial to the interests of the Company or its non-controlling shareholders. On a half-yearly basis, Management reports to the AC on the Group's IPTs in accordance with the IPT Mandate.

The IA Head informed the AC that the internal control procedures for determining the transaction prices of IPTs have not changed since the date of the 2023 AGM, at which the IPT Mandate was last renewed.

The AC is satisfied that the internal controls in respect of the identification, evaluation, review, approval and reporting of IPTs are effective.

The aggregate value of transactions entered into by the Group with interested persons ("IP"), as defined in the Listing Manual of the SGX-ST, for FY2023 is as follows:

NAME OF INTERESTED PERSONS	NATURE OF RELATIONSHIP	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS DURING THE FINANCIAL YEAR UNDER REVIEW (EXCLUDING TRANSACTIONS LESS THAN S$100,000 AND TRANSACTIONS CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920)	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920 (EXCLUDING TRANSACTIONS LESS THAN S$100,000)
		FY2023 US$'000	FY2023 US$'000
Archer Daniels Midland Company (Group)	Controlling shareholder and its associates	NIL	1,238,901
Associates of Kuok Khoon Ean & Kuok Khoon Hua#	Associates of Directors	963	57,301
Associates of Kuok Khoon Hong	Associates of Director	21,012	6,492
PPB Group Berhad (Group)	Controlling shareholder and its associates	263,517	NIL
Kuok Brothers Sdn Bhd	Controlling shareholder and associate of Directors	NIL	NIL

The IP associates for Mr Kuok Khoon Ean and Mr Kuok Khoon Hua are substantially the same and are not disclosed separately to avoid duplication.

Whistleblowing Policy

The Company has in place a Whistleblowing Policy which covers employees and external parties including customers, suppliers, contractors and anyone who is a stakeholder of the Group. The objective of the Whistleblowing Policy is to provide an avenue for employees and external parties to raise concerns about dishonesty, fraudulent acts, corruption and improper conduct, with the assurance that they will be protected from reprisals or victimisation for whistleblowing in good faith and this assurance is set out in the Policy. Where whistleblowing results in prevention or recovery of what would otherwise have been monetary damage to the Company, the whistle-blower may be given a reward.

Whistleblowing cases reported are objectively assessed. Investigation and appropriate remedial measures are taken where warranted, and if substantiated, they are reported to the AC in accordance with the guidelines set out in the Company's Whistleblowing Policy and as directed by the AC.

The implementation of the Whistleblowing Policy has been communicated to employees of the Group and it is posted on the Group's intranet, accessible by all staff. The Whistleblowing Policy is also posted on the Company's website where it is available to the public. On an ongoing basis, the Whistleblowing Policy is covered during staff training as part of the Group's efforts to promote awareness of possible corporate improprieties.

Dealings in Securities

The Company has in place a written Securities Trading Policy approved by the Board setting out procedures and best practices on the prohibition of dealings in securities of the Company by all Directors and employees of the Group, which include the following:

1. all Directors and employees of the Group are prohibited from dealing in the Company's securities during the period commencing two weeks prior to the announcement of the Group's first and third quarters' Executive Financial Summary, and one month prior to the announcement of the Group's half and full years financial results;
2. the Company is prohibited from dealing in the Company's securities such as share buyback pursuant to its Share Purchase Mandate during the abovementioned trade blackout periods;
3. to further prevent insider trading of Wilmar securities, the trade blackout periods are extended by two weeks for certain members of Management and staff including CEO, COO and EDs, who by virtue of their positions or job functions, may have access to confidential, unpublished information on the Group's financial results and statements. This group of employees is prohibited from dealing in Wilmar securities during the period commencing four weeks (instead of two weeks) prior to the announcement of the Group's first and third quarters' Executive Financial Summary and one month plus two weeks (instead of one month) prior to the announcement of the Group's half and full years' financial results; and
4. the prohibition against dealings in securities by Directors and employees of the Group extends not only to the securities of the Company and its listed subsidiaries but also to the securities of other companies, whether listed in Singapore or elsewhere, while they are in possession of price or trade sensitive information or have access to unpublished price or trade sensitive information relating to such securities, including information which is acquired in the course of work with the Company.

A copy of the Company's Securities Trading Policy is posted on the Company's intranet accessible by all staff.

Directors and employees of the Group are reminded on a quarterly basis to refrain from dealing in the Company's securities on short term considerations and to observe insider trading laws at all times, even when dealing in securities during the permitted trading period. A set of guidance notes on laws against insider trading is made available to employees of the Group through various communication channels, including dissemination by internal circulars and posting on the Company's intranet. These procedures and best practices are reviewed and updated from time to time and further strengthened for good corporate governance.

Compliance-Related Policies

In addition to the Whistleblowing Policy and the Securities Trading Policy, the Company has in place other compliance-related policies such as the Code of Conduct, Code of Ethics, Anti-Bribery and Corruption Policy and Anti-Fraud Policy, which set out the principles and standards of behaviour that are expected of employees of the Group when dealing with customers, suppliers, business associates and colleagues as well as how the Group deals with fraud incidents.

These policies have been communicated to employees of the Group and are also available on the Company's intranet and website. To ensure compliance with these policies, compulsory refresher sessions on compliance-related topics are organised for employees on a regular basis via an e-learning application developed by the Company's HR Department.

D. SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

Shareholder Rights

The Company is committed to treating all shareholders fairly and equitably to enable them to exercise their ownership rights and to provide them with timely and sufficient information pertaining to changes in the Group's business which could have a material impact on the Company's share price.

The Company's Annual Report which gives shareholders a balanced and comprehensive assessment of its performance, position and prospects, is available on Wilmar's corporate website and released via SGXNet. Printed copies of the Annual Report are sent to shareholders upon request, which is in line with Wilmar's commitment to environmental conservation.

Notice(s) of general meeting(s) are made available on Wilmar's corporate website within the prescribed notice periods set out in the Company's Constitution and the prevailing laws and regulations together with corresponding circular(s) and letter(s) to shareholders. The notice(s) of general meeting(s) are also released via SGXNet and published in local newspapers such that the information can reach shareholders widely through various channels.

Besides exercising their voting rights at the Company's general meetings, shareholders are encouraged to participate actively and communicate their views on any matters relating to the Company and the Group.

Board Directors were present at the Company's 2023 AGM to answer shareholders' questions and to interact with shareholders.

Conduct of General Meetings

The Board supports and encourages effective shareholder participation at general meetings. The Company's convened its 2023 AGM in hybrid format for the second time, where shareholders had a choice of attending in person at the AGM venue or joining the webcast (live audio-visual webcast or audio-only stream). Shareholders who attended the AGM virtually were able to ask questions and vote online just as shareholders who attended in person were able to.

The hybrid format AGM is a voluntary option which the Company chose, with the objective of providing maximum opportunity for shareholders to attend.

In advance of the 2023 AGM, shareholders were able to submit their questions and receive the Company's response published via SGXNet. Additional questions received from shareholders following the release of the Company's initial response were addressed during the AGM.

To improve interaction with shareholders during the AGM, a "chat function" was made available to shareholders to type and submit their questions during the AGM. The Company addressed substantial and relevant questions.

Singapore-based Directors were present at the AGM venue, as were other members of Management, the Company's external legal advisors and auditor. Directors located overseas joined the AGM online.

In line with past years' practice, at the start of the 2023 AGM, Wilmar's CFO presented an update on the Group's progress and financial highlights. The presentation was made available on the websites of SGX-ST and the Company for the benefit of shareholders who were unable to attend the AGM.

The Company's Constitution allows for voting in absentia. Where shareholders are unable to attend general meetings, they may appoint proxies to attend, speak and vote on their behalf.

A scrutineer was appointed to count and validate the votes cast and the total number of votes cast for or against the resolutions tabled at the AGM and their respective percentages were also announced in a timely manner at the 2023 AGM. Each share is entitled to one vote.

In compliance with the Singapore Companies Act 1967, all resolutions tabled at the Company's general meetings are separate and voted on individually. Each distinct issue is proposed as a separate resolution. Such resolutions include matters of significance to shareholders such as the authorisation to issue additional shares, re-election of directors and remuneration of non-executive directors. The rationale for the resolutions are set out in the notices to the meetings. However, where the issues are interdependent and linked so as to form one significant proposal, the Company may propose "bundled resolutions" and will set out the reasons and material implication in the notices to the meeting or its accompanying appendices.

Minutes of the 2023 AGM, which include relevant and substantial comments from shareholders relating to matters on the agenda of the meeting and responses from Directors and Management, were promptly posted on the websites of the Company and SGX-ST.

Dividend Policy

The Company has been declaring dividends twice a year to its shareholders, at half-year and year-end, since 2008. In considering the level of dividend payments, the Board takes into account various factors, including but not limited to the projected levels of capital expenditure and other investment plans, as well as the Group's working capital requirements and general financial condition. These considerations are reviewed regularly, taking into consideration the changing business environment.

For FY2023, the Board has recommended a final dividend of S$0.11 per ordinary share. Including the interim dividend of S$0.06 per ordinary share paid in August 2023, the total dividend for FY2023 of S$0.17 per ordinary share, represents a dividend payout of around 52% of the Group's net profits.

Principle 12: Engagement with Shareholders

Disclosure of Information on a Timely Basis

The Company is committed to disseminating accurate and pertinent information to the market in a timely manner as part of good corporate governance. In line with this commitment, the Company has an Investor Relations ("IR") Policy (a copy of which is posted on the Company's website) which promotes regular, effective and fair two-way communication with shareholders and investors. The Company aligns stakeholders within the Group with a coordinated approach to investor engagement, balancing regular, effective and fair communications with shareholders and the investment community with the need to safeguard commercial sensitivities.

The Company ensures that all material information is disclosed in a comprehensive, accurate and timely manner through SGXNet. The Company also maintains a current corporate website **www.wilmar-international.com** to communicate and engage with shareholders and stakeholders. Shareholders and the investing public can access the Company's announcements, news releases, presentation materials disseminated at briefings and other corporate information that have been uploaded on its website. The website provides an effective method of reaching a wide audience and also allows users to sign up for alerts to such disclosures, providing an easy and timely way to stay updated on the Company's latest corporate developments.

To ensure a level playing field and provide confidence to shareholders, unpublished price and trade sensitive information is not selectively disclosed. In the event that unpublished material information is inadvertently disclosed to a select group in the course of the Group's interactions with the investing community, a news release or announcement will be released to the public via SGXNet.

Interaction with Shareholders

The Group has a dedicated IR team which focuses on facilitating communications with shareholders and investors on a regular basis and attending to their queries or concerns in a timely manner. Shareholders and investors may submit their views and feedback and raise any questions to the Company via its IR email **ir@wilmar.com.sg** and through which the Company responds to such questions or feedback.

The IR team participates in investor seminars and conferences, together with members of the KMT, to keep the shareholders and investors apprised of the Group's corporate developments and financial performance. Feedback and views gathered are regularly reported to senior management and the Board of Directors. Shareholders may also contact the Company's Lead Independent Director directly. The Company provides the contact information for its Lead Independent Director in the Corporate Information section of its Annual Report.

During FY2023, the IR team, together with members of the KMT, engaged with over 110 Singapore and foreign investors at conferences, roadshows as well as one-on-one and group meetings. The aim of such engagements is to:

1. provide shareholders and investors with relevant information promptly, to enable them to have a better understanding of the Group's businesses and performance; and
2. solicit feedback from the investment community, including shareholders, on a range of strategic and topical issues. Such engagements provide invaluable insights to the Board and Management on investors' views and concerns. It also helps the Group to identify areas of improvement for investor communication.

MANAGING STAKEHOLDER RELATIONSHIPS

Principle 13: Engagement with Stakeholders

The Board has adopted an inclusive approach by balancing the needs and interests of material stakeholders, beyond shareholders, using the following methods:

1. identifying and managing relationships with material stakeholder groups;
2. delineation of key focus areas in relation to management of stakeholder relationships; and
3. maintaining a current corporate website to communicate and engage with stakeholders.

How the engagement with stakeholders was undertaken and executed in FY2023 is described in the following summary table. Please also refer to **https://www.wilmar-international.com/sustainability/policies/stakeholder-engagement** for specific stakeholder engagements with regard to sustainability matters and issues.

STAKEHOLDERS	INTERESTS/ KEY CONCERNS OF STAKEHOLDERS	WILMAR'S RESPONSE	METHODS OF ENGAGEMENT
Employees	• Workplace health and safety • Fair workplace practices • Career advancement • Learning and development • Instilling Wilmar's core values and sense of belonging	• Implement workplace safety policies for a safe working environment • User-friendly internal platform for employee's welfare • Reward for performance • Equal opportunity in all aspects of employment • Provide opportunity for career advancement • Employee engagement initiatives and events	• Employee learning and development programmes • Health and wellness activities found on the Company's intranet • Company and Department-wide social and teambuilding activities • Announcements and memos from HR and Management where appropriate

STAKEHOLDERS	INTERESTS/ KEY CONCERNS OF STAKEHOLDERS	WILMAR'S RESPONSE	METHODS OF ENGAGEMENT
	• Women empowerment and equitable employment • Protection from sexual harassment • Health and safety outside of workplace • Welfare of families and children • Education for children • Better direct communication with Management	• Wilmar has a comprehensive Women's Charter that defines Women's Committee structure which provides an avenue to address issues specific to women in the workforce, and for these to be raised with Management. In the plantation operation, the Women's Committee includes a specific sexual harassment investigation procedure • Wilmar has a Health & Safety Policy across all operations. In addition, many of Wilmar's own operations are Health & Safety certified, or certified to sustainability production standards which include specific requirements for Health & Safety • Wilmar has a Child Protection Policy and implementation manuals in place in local languages • Wilmar has child-friendly and supporting measures that various global offices provide to our staff • In Wilmar's oil palm plantation and mill operations, housing (with electricity and running water) is provided to all workers and their families. This includes access to schools supported by Wilmar, creche services for children under school going age, school bus service, and access to playground facilities • Wilmar has in place grievance procedures at each workplace that allows for grievances to be directly raised with Management	• In the countries where Wilmar operates, the HR Department has relationships with unions and has regular meetings with local union chapters and their members within Wilmar's operations • Women's Committees meet once a quarter to discuss issues specific to their operations • Wilmar organises a variety of employee gatherings in all operations throughout the year. This provides a direct avenue for engagement between employees and Management
Shareholders and the Investing Public	• Accurate and timely updates on the Company's strategy, business and financial performance • Business outlook • Sustainability/ESG reporting	• Practise good corporate governance, transparency and disclosure including material sustainability/ESG topics • Provide accurate and timely updates via SGXNet, the Company's website and regular meetings with the investing community	• AGM • Quarterly updates and briefings on financial results • Sustainability/ESG-focused meetings • Participation in investor conferences and meetings • Responding to investor/ shareholder queries via email and telephone • Corporate website – including dedicated sections for Investors & Media and Sustainability as well as functions to subscribe for email alerts to the latest corporate developments and to request for information

STAKEHOLDERS	INTERESTS/ KEY CONCERNS OF STAKEHOLDERS	WILMAR'S RESPONSE	METHODS OF ENGAGEMENT
Customers	Quality of products, food safety	Group Quality Control system and regular audit and training	Online Customer Response System for feedback on quality and service
	Customer's sustainability policy	• Company to comply with customer's sustainability policy • Wilmar is an active member of Palm Oil Collaboration Group (POCG) which is a collective of companies throughout the supply chain, including many of Wilmar's customers, to address pre-competitive solutions to sustainability concerns in palm oil	Regular direct engagement between Group Commercial and Sustainability teams and customers
	Supply chain management	Ensure smooth and timely supply of products	Integrated supply chain planning
Suppliers	No Deforestation, No Peat and No Exploitation ("NDPE") Policy and other sustainability policies	Suppliers to comply with NDPE Policy and other relevant sustainability policies (e.g. NDPE Sugar Policy, Human Rights Policy, other policies mentioned in Supplier Guidelines)	• Proactive engagement through local offices and in collaboration with Civil Society Organisations ("CSOs") and Non-Governmental Organisations ("NGOs") • Online sustainability reporting
	• Support for sustainability requirements • Balancing development needs and No Deforestation requirements	• Wilmar engages constructively with all suppliers for sustainability improvement. This engagement with suppliers is built into the process of supplier monitoring for NDPE Policy compliance and has been in place since 2014 • Wilmar's updated NDPE Policy contains elements of how smallholders and local communities can be engaged in various respects to meet Wilmar's sustainability requirements. In addition, we continue to engage with CSOs and NGOs to discuss cases that are linked to community and smallholder development	• Conducts regular workshop trainings and sessions with suppliers to communicate Wilmar's sustainability requirements and to share examples of our sustainability best practices • Wilmar's membership in trade associations and sustainable production roundtables ensures it is in constant interface with suppliers on relevant issues
Government/ Regulators/ Associations	• Social responsibility • Requires Company to comply with local regulations	All business is done in compliance with applicable local laws	Comply with existing laws through implementing policies, guidelines and procedures to ensure adherence and continuous sustainability of business

STAKEHOLDERS	INTERESTS/ KEY CONCERNS OF STAKEHOLDERS	WILMAR'S RESPONSE	METHODS OF ENGAGEMENT
Civil society and non-governmental organisations	**Environmental organisations** • Deforestation • Loss of wildlife and habitat • Contribution of agriculture to climate change • Transparency of concession maps **Social organisations** • Livelihood of smallholders and local communities • Respect of customary lands and restitution • Human rights for communities and employees • Women's empowerment and equitable employment • Protecting children's rights • Protection of human rights defenders **Labour unions** • Fair wages • Human rights for employees • Safe working conditions • Improvement of industrial relations	• Wilmar has a comprehensive NDPE Policy which represents requirements for Wilmar's own operations as well as that of its suppliers. In 2019, the policy was updated to include more specifics on a deforestation cut-off date of 31 December 2015 (requiring recovery plans for land clearing after this date). The No Exploitation component of the policy incorporates respect of Free, Prior and Informed Consent, as well as respect for labour rights. Wilmar has published a NDPE Sugar Policy in 2021 and a Coconut Responsible Sourcing Policy in 2023 covering similar key requirements but adapted to sugar and coconut contexts respectively • Wilmar has an established Grievance Procedure since 2015 where stakeholders can raise any sustainability-related grievances • Wilmar has a comprehensive Human Rights Framework; Child Protection Policy; Women's Charter; and Whistleblowing Policy • All Wilmar's employees are covered with clear terms and conditions which spell out work conditions. In countries where Wilmar has active labour unions, the terms and conditions are negotiated with the unions. Where unions are restricted by regulation, Wilmar provides alternative avenues for workers to organise and collectively bargain • Wilmar's Human Rights Defender Policy was launched on 10 December 2021 after a development process that involved international as well as Indonesian and Malaysian based civil society organisations	• Wilmar meets with civil society and non-governmental organisations several times a year to discuss updates on Wilmar's sustainability commitments • Wilmar consults across civil society in the development of key policies and procedures linked to sustainability • As members of the RSPO, Roundtable on Responsible Soy, Bonsucro (the global sugarcane platform) and Tropical Forest Alliance, Wilmar interfaces with many civil society and non-governmental organisations in dialogue • Wilmar respects the right to collective bargaining, as a result, it has local chapters of unions in its operations. Wilmar maintains an open and constructive dialogue with various trade and workers unions, as well as union confederations

MATERIAL CONTRACTS

During the financial year, there were no material contracts entered into by the Company or any of its subsidiaries involving the interests of any Director or a controlling shareholder of the Company, except for those IPTs announced via SGXNet from time to time in compliance with the Listing Manual of the SGX-ST.

Save as mentioned above, there are no other material contracts entered into by the Company or any of its subsidiaries involving the interest of the Director or controlling shareholder, which are either subsisting at the end of FY2023 or, if not then subsisting, entered into since the end of the previous financial year ended 31 December 2022.

FINANCIAL STATEMENTS

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CAPITAL STRUCTURE

We continue to maintain an efficient capital structure that supports our business operations and maximises returns to shareholders while preserving the strength of our balance sheet. As of 31 December 2023, shareholders' funds improved by US$187.1 million to US$20.17 billion. Lower working capital requirements during the year led net loans and borrowings (net of cash, bank deposits and other deposits with financial institutions) to decrease by US$1.09 billion to US$17.65 billion, resulting in an improvement in net debt to equity ratio of 0.88x as at 31 December 2023 (31 December 2022: 0.94x).

Given the nature of our business, the level of financing for our working capital requirements fluctuates in accordance with prices of agricultural commodities and business volume, and a significant proportion of our borrowings are used for such working capital financing. Our working capital comprise very liquid or near cash assets like inventories and trade receivables. Inventories are primarily agricultural commodities with a ready market, while trade receivables have short turnover period and are substantially supported by documentary credit. Taking the above into consideration, our adjusted net debt (excluding liquid working capital) ratio was 0.37x as at 31 December 2023 (31 December 2022: 0.30x). Adjusted net debt to equity ratio was higher mainly as the weakening of regional currencies against the US Dollar led to higher translation losses during the year.

Our investments in property, plant and equipment are funded through cash flows generated from operations while working capital requirements and investments in subsidiaries, joint ventures and associates are predominately funded through loans and borrowings. Capital expenditure for the year was lower at US$2.28 billion (FY2022: US$2.48 billion).

As at 31 December	**2023 US$ million**	2022 US$ million
Shareholders' funds	**20,172.8**	19,985.7
Net loans and borrowings	**17,652.3**	18,746.5
Net debt to equity	**0.88x**	0.94x
Liquid working capital:		
Inventories (excluding consumables)	**11,203.7**	12,620.4
Trade receivables	**6,384.5**	6,549.0
Less: Current liabilities (excluding loans and borrowings)	**(7,414.2)**	(6,507.8)
	10,174.0	12,661.6
Net loans and borrowings (excluding liquid working capital)	**7,478.3**	6,084.9
Adjusted net debt to equity	**0.37x**	0.30x

FINANCIAL REVIEW

CAPITAL MANAGEMENT AND TREASURY POLICIES

Net debt

Our total net debt of US$17.65 billion comprised:

As at 31 December	2023 US$ million	2022 US$ million
Short-term loans and borrowings	**22,242.1**	23,434.5
Long-term loans and borrowings	**8,459.7**	6,994.5
	30,701.8	30,429.0
Cash and bank balances (current & non-current)	**9,234.6**	8,097.5
Other deposits with financial institutions (current)	**3,814.9**	3,585.0
	13,049.5	11,682.5
Net loans and borrowings	**17,652.3**	18,746.5

As prices of most commodities fell compared to prior year, working capital requirements for the Group were lower in FY2023. Correspondingly, net loans and borrowings decreased by US$1.09 billion to US$17.65 billion as of 31 December 2023. About 90% of our short-term loans and borrowings were trade financing lines with minimal refinancing risks as they were backed by trade flows and were self-liquidating. Long-term loans and borrowings comprised of committed loans due from 2025 onwards. The loans and borrowings were predominantly on floating rates.

Majority of our loans and borrowings were denominated in United States Dollar (US$) and Chinese Renminbi (RMB) while the rest are borrowings in the local currencies of the countries where our subsidiaries operate in, mainly denominated in Indonesian Rupiah (IDR) and Australian Dollars (AUD).

Financial risk management

We operate in several countries and are exposed to a variety of financial risks including credit risk, liquidity risk, interest rate risk, foreign currency risk, commodity price risk and market price risk. Risk management is discussed in greater details under "Risk Management" and "Notes to the Financial Statements" sections, and has been summarised as follows:

- **Credit risk.** Majority of our export sales require documentary credits from customers. Our domestic sales are executed on cash terms or where appropriate, credit terms are granted. We conduct thorough credit assessments before granting credit terms and limits to our customers, who are then monitored closely for adherence. The terms and limits are reviewed periodically and revised where necessary, taking into account customers' credit worthiness and market conditions.

- **Liquidity risk.** We maintain sufficient liquidity by monitoring our cash flow closely and maintaining sufficient credit facilities, including the use of trade financing for our raw material purchases. We also aim to maintain flexibility in funding by having available credit facilities with different banks in various countries.

- **Interest rate risk.** We have minimal exposure to interest rate risk as most of our loans and borrowings are short-term and trade related, with interest cost typically priced into our products and passed on to customers. For long-term borrowings, we may use financial instruments such as interest rate swaps to hedge or minimise the interest rate risk.

- **Foreign currency risk.** Currency risk arises as entities in the Group regularly transact or borrow in currencies other than their respective functional currencies, including US$, RMB, IDR, MYR, INR and AUD. We seek to manage our currency risk by constructing natural hedges where sales and purchases matches in the same currency or through financial instruments, such as foreign currency forward contracts. We are also exposed to currency translation risk arising from our net investments in foreign operations, which are not hedged as these currency positions are considered long-term in nature and the cost of hedging is higher than its benefits.

- **Commodity price risk.** The prices of agricultural commodities can be very volatile, exposing us to commodity price risk as our sale and purchase commitments do not usually match at the end of each business day. We use forward physical and/or derivative contracts to mitigate such risk.

- **Market price risk.** Market price risk is the risk that the fair value or future cash flows of our financial instruments will fluctuate because of changes in market prices (other than commodity price, interest or exchange rates). We are exposed to equity price risk arising from our investment in quoted equity instruments.

CASH FLOW, FUNDING AND LIQUIDITY

Cash flow

For FY2023, the Group generated strong cash inflows from operating activities of US$3.89 billion, resulting in free cash flow of US$1.89 billion. Cash and cash equivalents as of 31 December 2023 increased to US$4.38 billion.

	FY2023 US$ million	FY2022 US$ million
Total cash and bank balances	**9,234.6**	8,097.5
Less: Fixed deposits pledged for bank facilities	**(2,607.2)**	(3,457.4)
Less: Other deposits with more than 3 months maturity	**(2,122.5)**	(1,640.7)
Less: Bank overdrafts	**(124.1)**	(152.7)
Cash and cash equivalents	**4,380.8**	2,846.7
Net cash flows generated from operating activities	**3,885.3**	2,047.7
Net cash flows used in investing activities	**(2,464.4)**	(2,191.2)
Net cash flows generated from financing activities	**113.2**	402.6
Net increase in cash held	**1,534.1**	259.1
Turnover days:		
Inventories	**67**	69
Trade receivables	**29**	30
Trade payables	**13**	13

Note: Turnover days are calculated by averaging the monthly turnover days. Monthly turnover days are computed using revenue and cost of sales for the month.

Other major applications and source of funds in FY2023 were as follows:

- US$2.28 billion was used to fund our capital expenditure for plantations development, property, plant and equipment (FY2022: US$2.48 billion). Major additions of property, plant and equipment during the year included oleochemical, corn processing, flour and rice milling plants in China and Indonesia, construction of new vessels, and development of our central kitchen plants in China.

Cash and cash equivalents were held in US$ and the local currencies of the respective countries where we operate in, most notably in RMB.

FINANCIAL REVIEW

Funding and liquidity

As at 31 December 2023, total short-term debt stood at US$22.24 billion. Our liquid assets comprising cash, bank and structured deposits, marketable securities, receivables and inventories amounted to US$22.43 billion, which included short-term cash and bank balances of US$4.50 billion. In addition, we have committed undrawn credit facilities of US$2.84 billion and approximately US$27.91 billion of uncommitted trade financing and short-term loan facilities available. Therefore, we do not foresee any problem in meeting our maturing short-term debt obligations.

Our capital expenditure for FY2024 is expected to be met mainly by internal resources while China's expansion plans will also be partially funded by the remaining proceeds raised from the listing of YKA back in FY2020. Nevertheless, we will be scaling back on capital expenditure and focus on improving efficiencies of our operations as well as extracting benefits from our past expansions in FY2024.

Operationally, assuming no major fluctuations in the prices of agricultural commodities, our funding requirements coincide with the seasonality of sales. Our seasonal peak sales period is typically in the second half of the year. The additional funding requirements during this period would be met by our healthy liquidity position.

Our covenants with lenders are not restrictive on our ability to utilise additional credit facilities.

SHAREHOLDERS' RETURNS AND SHARE BUY-BACKS

For FY2023, our Board of Directors has proposed a final dividend of 11.0 Singapore cents per share. Together with the interim dividend of 6.0 Singapore cents per share paid on 30 August 2023, total dividend for FY2023 will amount to 17.0 Singapore cents per share (FY2022: 17.0 Singapore cents per share). This will result in a dividend payout ratio of approximately 52% of net profit (FY2022: 33% of net profit).

We have been declaring dividends at our half-year and year-end periods to our shareholders. In considering the level of dividend payments, our Board takes into account various factors including but not limited to the projected levels of capital expenditure and other investment plans; as well as our working capital requirements and general financing condition. The Board believes in a stable and steady growth in dividend per share. Over the years, the amount of dividends declared to our shareholders has been increasing and the total dividend payout ratio declared in FY2023 will be our highest declared since listing.

Currently, we have a share buy-back mandate which will be expiring on 19 April 2024, being the date of the forthcoming Annual General Meeting. Shareholders' approval for the proposed renewal of the mandate will be sought at the Annual General Meeting on the same day. Share purchases would only be made when it is in the best interests of the Company and in appropriate circumstances which will not materially and adversely affect the liquidity and orderly trading of the Company's shares, including the working capital requirements and gearing level of the Group.

During the year, the Company has re-issued approximately 0.3 million treasury shares pursuant to the employee share option plans.

FINANCIAL REVIEW

ACCOUNTING POLICIES

Our financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) "SFRS(I)". The preparation of our financial statements also requires management to exercise judgements and use estimates and assumptions. Significant accounting judgements, estimates and assumptions which are discussed in greater details under "Notes to the Financial Statements" include:

- Assessment for impairment of goodwill and brands which requires an estimate of the expected future cash flows from cash-generating units and a suitable discount rate for present value calculation.
- Provision for income taxes and deferred taxes involves significant judgement as there are transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

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 2023.

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 2023 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
Gregory MORRIS
LIM Siong Guan
Kishore MAHBUBANI
TEO Siong Seng
SOH Gim Teik
CHONG Yoke Sin
CHEUNG Chi Yan, Louis (appointed on 20 April 2023)
Jessica CHEAM (appointed on 20 April 2023)
Juan Ricardo LUCIANO is alternate to Gregory MORRIS
TONG Shao Ming is alternate to KUOK Khoon Hua

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' 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:

	Direct Interest			Deemed Interest		
Name of Director	As at 1.1.2023 or date of appointment (if later)	As at 31.12.2023	As at 21.01.2024	As at 1.1.2023 or date of appointment (if later)	As at 31.12.2023	As at 21.01.2024
The Company						
(Ordinary Shares)						
Kuok Khoon Hong	2,995,000	2,995,000	2,995,000	815,890,735	848,563,935	848,563,935
Pua Seck Guan	–	–	–	1,200,000	1,200,000	1,200,000
Teo La-Mei	1,699,500	1,699,500	1,699,500	–	–	–
Kuok Khoon Ean	900,000	–	–	59,962,479	60,862,479	60,862,479
Kuok Khoon Hua	1,297,021	821,021	821,021	58,884,000	58,884,000	58,884,000
Kishore Mahbubani	–	–	–	510,000	200,000	200,000
Teo Siong Seng	20,000	20,000	20,000	–	–	–
Cheung Chi Yan, Louis	–	–	–	230,000	230,000	230,000
(Share options exercisable at S$3.94 per share)						
Kuok Khoon Hong	1,005,000	1,005,000	1,005,000	–	–	–
Pua Seck Guan	1,000,000	1,000,000	1,000,000	–	–	–
Teo La-Mei	502,500	502,500	502,500	–	–	–
Kuok Khoon Ean	500,000	500,000	500,000	–	–	–
Kuok Khoon Hua	500,000	500,000	500,000	–	–	–
Lim Siong Guan	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	–	–	–

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONTINUED)

	Direct Interest			Deemed Interest		
Name of Director	**As at 1.1.2023 or date of appointment (if later)**	**As at 31.12.2023**	**As at 21.01.2024**	**As at 1.1.2023 or date of appointment (if later)**	**As at 31.12.2023**	**As at 21.01.2024**
The Company						
(Share options exercisable at S$3.78 per share)						
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	–	–	–
Lim Siong Guan	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	500,000	500,000	500,000	–	–	–
Chong Yoke Sin	500,000	500,000	500,000	–	–	–
Subsidiary						
Yihai Kerry Arawana Holdings Co., Ltd						
(Share options exercisable at RMB 36.72 per ordinary A-share)						
Kuok Khoon Hong	300,000	300,000	300,000	–	–	–
Pua Seck Guan	250,000	250,000	250,000	–	–	–
Tong Shao Ming	40,000	40,000	40,000	–	–	–

Except as disclosed in this statement, no Director (including alternate 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, either at the beginning of the financial year or as at the date of appointment (whichever is later) and at the end of the financial year.

SHARE OPTION SCHEMES

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 Executives Share Option Scheme 2009 ("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%;

DIRECTORS' STATEMENT

SHARE OPTION SCHEMES (CONTINUED)

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

(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.

The Wilmar ESOS 2019 is administered by the Remuneration Committee ("RC"). The members of the RC are Mr Lim Siong Guan (Chairman), Mr Soh Gim Teik and Dr Chong Yoke Sin, 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 2023, the number of outstanding options that were not exercised under this option grant was 37,548,000. 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 OPTION SCHEMES (CONTINUED)

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

2022 Grant

On 1 September 2022, the Company granted options to subscribe for a total of 42,455,000 ordinary shares of the Company at S$3.78 per share (at a 7% 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 2023, the number of outstanding options that were not exercised under this option grant was 41,560,000. 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 260,400 ordinary shares of the Company were exercised by option holders during the financial year under review pursuant to Wilmar ESOS 2019.

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 1.1.2023	No. of options granted	No. of options lapsed/ expired	No. of options exercised	As at 31.12.2023	Exercise Price	Exercise Period
Wilmar ESOS 2019							
29.09.2020	14,953,100	–	(219,400)	(260,400)	14,473,300	S$3.94	30.09.2022 to 29.09.2025
29.09.2020	11,604,500	–	(239,200)	–	11,365,300	S$3.94	30.09.2023 to 29.09.2025
29.09.2020	11,956,000	–	(246,600)	–	11,709,400	S$3.94	30.09.2024 to 29.09.2025
Sub-total	38,513,600	–	(705,200)	(260,400)	37,548,000		
01.09.2022	17,025,100	–	(295,300)	–	16,729,800	S$3.78	02.09.2024 to 01.09.2027
01.09.2022	12,525,100	–	(295,300)	–	12,229,800	S$3.78	02.09.2025 to 01.09.2027
01.09.2022	12,904,800	–	(304,400)	–	12,600,400	S$3.78	02.09.2026 to 01.09.2027
Sub-total	42,455,000	–	(895,000)	–	41,560,000		
Grand Total	80,968,600	–	(1,600,200)	(260,400)	79,108,000		

UNISSUED SHARES UNDER OPTION (CONTINUED)

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 31.12.2023	Aggregate options exercised since commencement of the option scheme to 31.12.2023	Aggregate options lapsed/ expired since commencement of the option scheme to 31.12.2023	Aggregate options outstanding as at 31.12.2023
Kuok Khoon Hong	–	3,000,000	495,000	–	2,505,000
Pua Seck Guan	–	2,000,000	–	–	2,000,000
Teo La-Mei	–	1,500,000	247,500	–	1,252,500
Kuok Khoon Ean	–	1,000,000	–	–	1,000,000
Kuok Khoon Hua	–	1,000,000	–	–	1,000,000
Lim Siong Guan	–	1,000,000	–	–	1,000,000
Kishore Mahbubani	–	1,000,000	–	–	1,000,000
Teo Siong Seng	–	1,000,000	–	–	1,000,000
Soh Gim Teik	–	800,000	–	–	800,000
Chong Yoke Sin	–	500,000	–	–	500,000
Kwah Thiam Hock*	–	1,000,000	–	–	1,000,000
Tay Kah Chye*	–	1,000,000	–	–	1,000,000
Total	–	14,800,000	742,500	–	14,057,500

* Mr Kwah Thiam Hock and Mr Tay Kah Chye retired from Wilmar's Board of Directors on 20 April 2023. Their options continue to be valid until the expiry date.

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

- controlling shareholders and associates of controlling shareholders (as defined in the rules of the ESOS Schemes) will not be eligible to participate in the Option Schemes, save for those controlling shareholders and their associates who are in the employment of the Group and whose participation in the Option Schemes are subject to approval by shareholders of the Company;

- 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 (which expired on 9 September 2022), the 2020 Grant and the 2022 Grant.

DIRECTORS' STATEMENT

SHARE OPTION SCHEME (SUBSIDIARY)

Yihai Kerry Arawana Holdings Co., Ltd

2022 Restricted Share Incentive Plan

On 13 June 2022, Yihai Kerry Arawana Holdings Co., Ltd ("YKA"), an indirect 89.99%-owned subsidiary of the Company which is listed on the Shenzhen Stock Exchange ChiNext Board, implemented the 2022 Restricted Share Incentive Plan ("RSIP").

Under the terms of the RSIP, YKA granted options in 2022 to subscribe for a total of 29,733,000 ordinary A-shares at RMB 36.72 per share (at a 20% discount to RMB 45.90 being the weighted average share price for a period of five consecutive market days immediately prior to the date of grant of options) to some employees and directors. As at 31 December 2023, the number of outstanding options not exercised under this option grant was 28,705,000.

Details and terms of the YKA RSIP have been disclosed in YKA's Shenzhen Stock Exchange ChiNext announcement dated 13 June 2022 and will be disclosed in YKA's Annual Report.

AUDIT COMMITTEE

The Audit Committee ("AC") members at the date of this statement are Mr Soh Gim Teik (Chairman), Mr Lim Siong Guan and Dr Chong Yoke Sin.

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 FY2023, the AC met five 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 2023.

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	**Pua Seck Guan**
Director	Director

12 March 2024

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WILMAR INTERNATIONAL LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of Wilmar International Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2023, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the Act) and Singapore Financial Reporting Standards (International) (SFRS(I)) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Impairment assessment on goodwill and brands

(Refer to Note 15 to the financial statements)

As at 31 December 2023, the Group recorded goodwill and brands of US$5.3 billion, which represents approximately 23% of the Group's net assets. We considered the audit of management's annual goodwill and brands impairment assessment to be a key audit matter because the assessment process involves management exercising significant judgement and making assumptions of future market and economic conditions.

KEY AUDIT MATTERS (CONTINUED)

Impairment assessment on goodwill and brands (continued)

As disclosed in Note 15, the goodwill and brands are allocated to individual cash-generating units ("CGU"). The recoverable amounts of the CGUs have been determined based on value in use calculations using cash flow projections approved by management. The cash flow projections include assumptions of profitability and growth rates. Based on the impairment assessment, management has concluded that the goodwill and brands are not impaired, except for US$5.3 million impairment loss on goodwill recognised as at year end. We checked that the cash flows were based on approved management forecasts, and evaluated management's forecasting process by comparing previous forecasts to actual results. We evaluated the key assumptions used by comparing them to historical data as well as recent trends and market outlook, taking into consideration current market condition. We also evaluated the discount rates used to determine the present value by comparing them to external comparable data. Our internal valuation specialists assisted us in performing some of these procedures. Finally, we reviewed the adequacy of the disclosures made on the goodwill and brands impairment assessment in Note 15.

Accounting for derivative transactions

(Refer to Note 20 and Note 34(a) to the financial statements)
The Group uses derivative financial instruments such as forward currency contracts, options, cross currency interest rates swaps and various commodity futures, options and swap contracts to hedge its risks associated with interest rates, foreign currency and commodity price fluctuations.

As at 31 December 2023, the Group's total derivative financial instruments that were carried at fair value comprised financial assets and financial liabilities of US$1.8 billion (current: US$1.8 billion) and US$1.6 billion (current: US$1.5 billion) respectively.

We considered the audit of this area to be a key audit matter due to the volume of trades entered into. Our audit procedures included, amongst others, understanding the Group's overall commodity trading process and testing management's controls around the origination and maintenance of complete and accurate information relating to the recording of the derivative contracts. For firm commitment contracts, we checked management's process to derive the market prices and recomputed the unrealised gains/losses on the contracts. For the other types of derivatives, we independently obtained statements from banks and other financial institutions to compare against the fair values of the derivatives recorded, and to verify the existence, ownership and completeness of the derivatives. We also compared the carrying values of the derivatives against the statements obtained and involved our internal valuation specialists in assessing the reasonableness of the fair values of derivatives.

We also assessed the adequacy of the related disclosures in the Notes 20 and 34(a) to the financial statements.

Legal proceedings in China

(Refer to Note 42 to the financial statements)
In January 2024, Yihai (Guangzhou) Oils & Grains Industries Co., Ltd. ("Guangzhou Yihai"), a subsidiary of the Group in China, received a criminal indictment from the People's Procuratorate of Huaibei City alleging that:

(1) Guangzhou Yihai and its former general manager colluded with third parties to commit contract fraud; and

(2) the former general manager illegally accepted bribes from a third party from 2008 to 2014 (the "Case").

The Group had considered the opinions of its external legal counsel and believes that the allegation against Guangzhou Yihai is not justified. As at the date of the financial statements, the court proceedings in respect of the Case are ongoing and management has determined that they cannot reasonably predict the eventual outcome of the Case. Accordingly, no provision has been recognised as at year end. We identified this as a key audit matter because the outcome of the Case may have significant financial or other implications to the Group.

KEY AUDIT MATTERS (CONTINUED)

Legal proceedings in China (continued)

We, together with the component auditor, made inquiries of relevant personnel within the Group and evaluated the Group's approach to assessing the risks arising from the Case and impact to the financial statements. A discussion was held with the Group's external legal counsel and internal audit team to understand the scope, approach and status of the Case. We read the opinions from the external legal counsel and corroborated them with management's representations and also discussed the matter with the Audit Committee. We reviewed the adequacy of disclosures in Note 42 to the financial statements.

OTHER INFORMATION

Management is responsible for other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Lim Tze Yuen.

Ernst & Young LLP
Public Accountants and Chartered Accountants

Singapore
12 March 2024

CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	**2023** **US$'000**	2022 US$'000
Revenue	4	**67,155,262**	73,398,976
Cost of sales	5	**(61,882,127)**	(66,852,672)
Gross profit		**5,273,135**	6,546,304
Other items of income			
Net loss arising from changes in fair value of biological assets	14	**(2,803)**	(14,157)
Finance income	6	**503,157**	423,736
Other operating income	7	**570,306**	478,982
Other items of expense			
Selling and distribution expenses		**(2,107,051)**	(2,363,258)
Administrative expenses		**(1,149,927)**	(1,116,846)
Other operating expenses	7	**(160,964)**	(234,049)
Finance costs	8	**(1,251,526)**	(872,084)
Non-operating items	9	**(37,873)**	(5,866)
Share of results of joint ventures		**105,740**	51,932
Share of results of associates		**214,060**	221,864
Profit before tax	10	**1,956,254**	3,116,558
Income tax expense	11	**(298,080)**	(547,213)
Profit after tax		**1,658,174**	2,569,345
Attributable to:			
Owners of the Company		**1,524,829**	2,402,478
Non-controlling interests		**133,345**	166,867
		1,658,174	2,569,345
Earnings per share attributable to owners of the Company (US cents per share)			
- Basic	12	**24.4**	38.3
- Diluted	12	**24.4**	38.3

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	2023 US$'000	2022 US$'000
Profit after tax	**1,658,174**	2,569,345
Other comprehensive income:		
Items that will not be reclassified subsequently to consolidated income statement		
Fair value change on investment securities at fair value through other comprehensive income	**3,792**	(27,568)
Gain/(loss) on disposal of investment securities at fair value through other comprehensive income	**1,960**	(8,895)
Revaluation of property, plant and equipment upon transfer to investment properties	**–**	1,970
(Loss)/gain on remeasurements of defined benefit plans	**(5,865)**	3,312
	(113)	(31,181)
Items that may be reclassified subsequently to consolidated income statement		
Foreign currency translation	**(565,832)**	(1,583,654)
Fair value change on cash flow hedges	**(28,851)**	22,158
Fair value change on forward elements of forward contracts	**36,628**	(80,275)
	(558,055)	(1,641,771)
Other comprehensive income, net of tax	**(558,168)**	(1,672,952)
Total comprehensive income for the year	**1,100,006**	896,393
Attributable to:		
Owners of the Company	**1,018,937**	965,453
Non-controlling interests	**81,069**	(69,060)
	1,100,006	896,393

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

BALANCE SHEETS

AS AT 31 DECEMBER 2023

	Note	Group		Company	
		2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
ASSETS					
Non-current assets					
Property, plant and equipment	13	**15,766,141**	14,814,301	**114,858**	120,555
Investment properties	13	**248,304**	82,757	**–**	–
Bearer plants	14	**543,934**	601,518	**–**	–
Intangible assets	15	**5,284,193**	5,403,170	**–**	–
Investment in subsidiaries	16	**–**	–	**11,879,695**	11,859,238
Investment in joint ventures	17	**494,177**	370,001	**–**	–
Investment in associates	17	**2,973,915**	3,244,865	**13,677**	13,677
Investment securities	18	**439,718**	301,999	**–**	–
Deferred tax assets	19	**357,157**	284,921	**3,566**	–
Derivative financial instruments	20	**62,266**	27,587	**–**	–
Other financial assets	21	**126,514**	193,395	**102,992**	281,627
Other non-financial assets	21	**59,848**	69,192	**–**	–
Other bank deposits	24	**1,078,833**	2,375,854	**–**	–
		27,435,000	27,769,560	**12,114,788**	12,275,097
Current assets					
Inventories	22	**11,801,743**	13,230,073	**–**	–
Trade receivables	23	**6,384,490**	6,549,012	**–**	–
Other financial assets	21	**4,648,624**	4,534,665	**5,995,110**	5,778,438
Other non-financial assets	21	**1,343,908**	1,659,511	**8,785**	5,454
Derivative financial instruments	20	**1,758,718**	574,562	**–**	–
Investment securities	18	**280,485**	362,921	**–**	–
Other bank deposits	24	**3,650,893**	2,722,249	**–**	–
Cash and bank balances	24	**4,504,831**	2,999,417	**1,598**	1,448
		34,373,692	32,632,410	**6,005,493**	5,785,340
TOTAL ASSETS		**61,808,692**	60,401,970	**18,120,281**	18,060,437
EQUITY AND LIABILITIES					
Current liabilities					
Trade payables	25	**2,894,223**	2,351,947	**–**	–
Other financial liabilities	26	**2,259,542**	2,416,629	**5,345,310**	5,631,541
Other non-financial liabilities	26	**558,257**	765,132	**–**	–
Derivative financial instruments	20	**1,545,228**	718,229	**32**	30
Loans and borrowings	27	**22,242,101**	23,434,545	**–**	–
Income tax payables		**156,916**	255,861	**–**	–
		29,656,267	29,942,343	**5,345,342**	5,631,571
NET CURRENT ASSETS		**4,717,425**	2,690,067	**660,151**	153,769

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

BALANCE SHEETS

AS AT 31 DECEMBER 2023

	Note	Group		Company	
		2023	2022	**2023**	2022
		US$'000	US$'000	**US$'000**	US$'000
Non-current liabilities					
Other financial liabilities	26	**217,529**	229,055	**3,140,163**	2,125,000
Other non-financial liabilities	26	**282,157**	223,168	**–**	–
Derivative financial instruments	20	**11,375**	24,698	**–**	–
Loans and borrowings	27	**8,459,699**	6,994,456	**70,666**	75,919
Deferred tax liabilities	19	**429,848**	387,682	**–**	–
		9,400,608	7,859,059	**3,210,829**	2,200,919
TOTAL LIABILITIES		**39,056,875**	37,801,402	**8,556,171**	7,832,490
NET ASSETS		**22,751,817**	22,600,568	**9,564,110**	10,227,947
Equity attributable to owners of the Company					
Share capital	28	**8,458,995**	8,458,995	**8,895,134**	8,895,134
Treasury shares	28	**(475,372)**	(475,882)	**(475,372)**	(475,882)
Retained earnings		**13,915,892**	13,244,811	**917,173**	1,591,114
Other reserves	29	**(1,726,677)**	(1,242,188)	**227,175**	217,581
		20,172,838	19,985,736	**9,564,110**	10,227,947
Non-controlling interests		**2,578,979**	2,614,832	**–**	–
TOTAL EQUITY		**22,751,817**	22,600,568	**9,564,110**	10,227,947
TOTAL EQUITY AND LIABILITIES		**61,808,692**	60,401,970	**18,120,281**	18,060,437

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Attributable to owners of the Company						
	Share capital US$'000	**Treasury shares** US$'000	**Retained earnings** US$'000	**Other reserves** US$'000	**Equity attributable to owners of the Company, total** US$'000	**Non-controlling interests** US$'000	**Equity total** US$'000
2023							
GROUP							
Opening balance at 1 January 2023	8,458,995	(475,882)	13,244,811	(1,242,188)	19,985,736	2,614,832	22,600,568
Profit for the year	–	–	1,524,829	–	1,524,829	133,345	1,658,174
Other comprehensive income	–	–	1,960	(507,852)	(505,892)	(52,276)	(558,168)
Total comprehensive income for the year	–	–	1,526,789	(507,852)	1,018,937	81,069	1,100,006
Grant of equity-settled share options	–	–	–	26,942	26,942	3,164	30,106
Share capital contributed by non-controlling shareholders	–	–	–	–	–	5,715	5,715
Reissuance of treasury shares pursuant to exercise of share options	–	510	–	258	768	–	768
Dividends on ordinary shares	–	–	(794,976)	–	(794,976)	–	(794,976)
Dividends paid to non-controlling shareholders of subsidiaries	–	–	–	–	–	(52,642)	(52,642)
Net transfer to other reserves	–	–	(60,732)	60,732	–	–	–
Total contributions by and distributions to owners	–	510	(855,708)	87,932	(767,266)	(43,763)	(811,029)
Acquisition of subsidiaries	–	–	–	–	–	12,451	12,451
Acquisition of additional interest in subsidiaries	–	–	–	(64,587)	(64,587)	(85,541)	(150,128)
Disposal/liquidation of subsidiaries	–	–	–	18	18	(69)	(51)
Total changes in ownership interests in subsidiaries	–	–	–	(64,569)	(64,569)	(73,159)	(137,728)
Closing balance at 31 December 2023	**8,458,995**	**(475,372)**	**13,915,892**	**(1,726,677)**	**20,172,838**	**2,578,979**	**22,751,817**

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Attributable to owners of the Company						
	Share capital US$'000	**Treasury shares** US$'000	**Retained earnings** US$'000	**Other reserves** US$'000	**Equity attributable to owners of the Company, total** US$'000	**Non-controlling interests** US$'000	**Equity total** US$'000
2022							
GROUP							
Opening balance at 1 January 2022	8,458,995	(304,886)	11,726,821	42,945	19,923,875	2,678,454	22,602,329
Profit for the year	–	–	2,402,478	–	2,402,478	166,867	2,569,345
Other comprehensive income	–	–	(3,249)	(1,433,776)	(1,437,025)	(235,927)	(1,672,952)
Total comprehensive income for the year	–	–	2,399,229	(1,433,776)	965,453	(69,060)	896,393
Grant of equity-settled share options	–	–	–	18,479	18,479	1,272	19,751
Share capital contributed by non-controlling shareholders	–	–	–	–	–	32,613	32,613
Acquisition of treasury shares	–	(199,548)	–	–	(199,548)	–	(199,548)
Reissuance of treasury shares pursuant to exercise of share options	–	28,552	–	5,115	33,667	–	33,667
Dividends on ordinary shares	–	–	(755,435)	–	(755,435)	–	(755,435)
Dividends paid to non-controlling shareholders of subsidiaries	–	–	–	–	–	(47,801)	(47,801)
Net transfer to other reserves	–	–	(125,804)	125,804	–	–	–
Total contributions by and distributions to owners	–	(170,996)	(881,239)	149,398	(902,837)	(13,916)	(916,753)
Acquisition of additional interest in subsidiaries	–	–	–	(429)	(429)	(2,516)	(2,945)
Disposal of subsidiaries	–	–	–	(422)	(422)	(4,566)	(4,988)
Dilution of interest in subsidiaries	–	–	–	96	96	26,436	26,532
Total changes in ownership interests in subsidiaries	–	–	–	(755)	(755)	19,354	18,599
Closing balance at 31 December 2022	8,458,995	(475,882)	13,244,811	(1,242,188)	19,985,736	2,614,832	22,600,568

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Attributable to owners of the Company				
	Share capital US$'000	**Treasury shares** US$'000	**Retained earnings** US$'000	**Other reserves** US$'000	**Equity attributable to owners of the Company, total** US$'000
2023					
COMPANY					
Opening balance at 1 January 2023	8,895,134	(475,882)	1,591,114	217,581	10,227,947
Profit for the year	–	–	121,035	–	121,035
Total comprehensive income for the year	–	–	121,035	–	121,035
Grant of equity-settled share options	–	–	–	9,336	9,336
Reissuance of treasury shares pursuant to exercise of share options	–	510	–	258	768
Dividends on ordinary shares	–	–	(794,976)	–	(794,976)
Total transactions with owners in their capacity as owners	–	510	(794,976)	9,594	(784,872)
Closing balance at 31 December 2023	**8,895,134**	**(475,372)**	**917,173**	**227,175**	**9,564,110**
2022					
COMPANY					
Opening balance at 1 January 2022	8,895,134	(304,886)	696,726	205,428	9,492,402
Profit for the year	–	–	1,649,823	–	1,649,823
Total comprehensive income for the year	–	–	1,649,823	–	1,649,823
Grant of equity-settled share options	–	–	–	7,038	7,038
Acquisition of treasury shares	–	(199,548)	–	–	(199,548)
Reissuance of treasury shares pursuant to exercise of share options	–	28,552	–	5,115	33,667
Dividends on ordinary shares	–	–	(755,435)	–	(755,435)
Total transactions with owners in their capacity as owners	–	(170,996)	(755,435)	12,153	(914,278)
Closing balance at 31 December 2022	8,895,134	(475,882)	1,591,114	217,581	10,227,947

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	2023 US$'000	2022 US$'000
Cash flows from operating activities		
Profit before tax	**1,956,254**	3,116,558
Adjustments for:		
Net loss arising from changes in fair value of biological assets	**2,803**	14,157
Depreciation of bearer plants	**57,717**	58,229
Depreciation of property, plant and equipment	**1,159,595**	1,092,837
Fair value gain on investment properties	**(50)**	(940)
Gain on disposal of joint ventures	**–**	(180,589)
Gain on disposal of associates	**(241,280)**	(11,942)
Fair value gain arising from changes of interest in a joint venture resulting in change of control	**–**	(386)
Amortisation of intangible assets	**2,177**	2,348
Gain on bargain purchase from business combination	**–**	(3,226)
Loss/(gain) on disposal of property, plant and equipment	**6,860**	(21,615)
Gain on disposal of biological assets	**(87)**	(144)
Gain on disposal/liquidation of subsidiaries	**(1,412)**	(8,357)
Gain on disposal of investment securities at fair value through profit or loss	**(5,043)**	(1,198)
Impairment loss on goodwill	**5,327**	–
Grant of share options to employees	**30,106**	19,751
Net fair value (gain)/loss on derivative financial instruments	**(403,709)**	165,966
Net fair value loss on investment securities at fair value through profit or loss	**33,718**	15,864
Foreign exchange differences arising from translation	**(62,991)**	(457,245)
Investment income from investment securities	**(49,081)**	(39,181)
Interest expense	**1,285,183**	887,294
Interest income	**(503,157)**	(423,736)
Share of results of joint ventures	**(105,740)**	(51,932)
Share of results of associates	**(214,060)**	(221,864)
Operating cash flows before working capital changes	**2,953,130**	3,950,649
Changes in working capital:		
Decrease/(increase) in inventories	**1,517,031**	(1,402,431)
Decrease in trade receivables and other assets	**495,214**	430,539
Increase in trade payables and other liabilities	**182,073**	193,737
Cash flows generated from operations	**5,147,448**	3,172,494
Interest paid	**(1,209,360)**	(799,628)
Interest received	**446,553**	360,085
Income taxes paid	**(499,336)**	(685,284)
Net cash flows generated from operating activities	**3,885,305**	2,047,667

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	2023 US$'000	2022 US$'000
Cash flows from investing activities		
Net cash flow on acquisition of subsidiaries	**(46,849)**	(85,764)
Decrease/(increase) in plasma investments	**10,673**	(5,313)
Decrease/(increase) in investment securities at fair value through profit or loss	**53,659**	(51,289)
Increase in other non-financial assets	**–**	(520)
Payments for property, plant and equipment	**(2,235,135)**	(2,441,373)
Payments for bearer plants	**(46,120)**	(41,426)
Increase in investment securities at fair value through other comprehensive income	**(70,042)**	(35,078)
Investment income from investment securities	**49,081**	39,181
Payments for investment in joint ventures	**(39,179)**	(3,262)
Payments for investment in associates	**(95,809)**	(49,047)
Payments for intangible assets	**(28)**	(237)
Dividends received from joint ventures	**217**	22,423
Dividends received from associates	**125,089**	71,259
Proceeds from disposal of property, plant and equipment	**48,152**	85,108
Proceeds from disposal of bearer plants	**1,338**	1,151
Proceeds from disposal of joint ventures	**–**	1,389
Proceeds from disposal of/dilution of interest/capital reduction in associates	**584,560**	23,656
Net cash flow from disposal/liquidation of subsidiaries	**3,911**	13,300
Decrease in net amount due from related parties	**20,161**	13,915
Decrease/(increase) in net amount due from joint ventures	**35,693**	(37,851)
Increase in net amount due from associates	**(37,678)**	(42,190)
Increase in other financial receivables	**(227,785)**	(75,364)
(Increase)/decrease in other deposits with maturity more than 3 months	**(481,831)**	382,516
Net cash flow from acquisition of additional interest in subsidiaries	**(116,553)**	(2,945)
Proceeds from dilution of interest in subsidiaries	**–**	26,532
Net cash flows used in investing activities	**(2,464,475)**	(2,191,229)
Cash flows from financing activities		
Increase/(decrease) in advances from non-controlling shareholders	**7,180**	(33,458)
Proceeds from loans and borrowings	**128,029**	620,932
Decrease in fixed deposits pledged with financial institutions for bank facilities	**878,673**	782,696
Interest paid	**(59,520)**	(31,046)
Shares buy-back held as treasury shares	**–**	(199,548)
Dividends paid by the Company	**(794,976)**	(755,435)
Dividends paid to non-controlling shareholders of subsidiaries	**(52,642)**	(47,801)
Proceeds from reissuance of treasury shares pursuant to exercise of share options	**768**	33,667
Proceeds from issuance of shares by subsidiaries to non-controlling shareholders	**5,715**	32,613
Net cash flows generated from financing activities	**113,227**	402,620
Net increase in cash and cash equivalents	**1,534,057**	259,058
Cash and cash equivalents at the beginning of the year	**2,846,701**	2,587,643
Cash and cash equivalents at the end of the year	**4,380,758**	2,846,701

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. CORPORATE INFORMATION

Wilmar International Limited (the "Company") is a limited liability company, incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and principal place of business of the Company is located at 28 Biopolis Road, Wilmar International, Singapore 138568.

The principal activities of the Company are those of investment holding and the provision of management services to its subsidiaries, joint ventures and associates. The principal activities of the significant subsidiaries are disclosed in Note 39 to the financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)").

The financial statements have been prepared on the historical cost basis, except as disclosed in the accounting policies below. The financial statements are presented in US Dollars ("USD" or "US$"), which is also the Company's functional currency, except when otherwise indicated. All values in the tables are rounded to the nearest thousand (US$'000) except when otherwise indicated.

2.2 Changes in accounting policies

Adoption of new and revised SFRS(I)

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the amendments to SFRS(I)s that are effective for annual financial periods beginning on or after 1 January 2023. The adoption of these amendments did not have any material effect on the financial performance or position of the Group and the Company.

International Tax Reform—Pillar Two Model Rules – Amendments to SFRS(I)1-12

The Amendments to SFRS(I)1-12: International tax reform – Pillar Two Model Rules have been introduced in response to the jurisdictional adoption of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development ("OECD") and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand the Group's exposure to Pillar Two income taxes arising from that legislation.

The mandatory temporary exception is effective immediately and applies retrospectively.

The Group is within the scope of the OECD Pillar Two model rules. In the Singapore 2023 Budget Statement, the Singapore government has announced that the country would implement the Global Anti-Base Erosion ("GloBE") rules including a domestic top-up tax ("DTT") from 1 January 2025. Since the Pillar Two legislation has not been enacted in Singapore, the jurisdiction in which Wilmar International Limited is incorporated, and was not effective at the reporting date, the Group has no related current tax exposure.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.2 Changes in accounting policies (continued)

Adoption of new and revised SFRS(I) (continued)

International Tax Reform—Pillar Two Model Rules – Amendments to SFRS(I)1-12 (continued)

Under the legislation, the group is liable to pay a top-up tax for the difference between the GloBE effective tax rate for each jurisdiction and the 15% minimum rate.

Due to uncertainties surrounding when and how each jurisdiction will enact the legislations, the quantitative impact of the enacted or substantively enacted legislation is not yet reasonably estimatable. The Group is currently engaged with tax specialists to assist them with applying the legislation.

2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to SFRS(I) 1-1 Non-current Liabilities with Covenants	1 January 2024
Amendments to SFRS(I) 7 Supplier finance arrangements	1 January 2024
Amendments to SFRS(I) 16 Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to SFRS(I) 1-21 Lack of Exchangeability	1 January 2025
Amendments to SFRS(I) 10 and SFRS(I) 1-28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

The directors expect that the adoption of the new and amendments to the standards above will have no material impact on the financial statements in the year of initial application.

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.4 Basis of consolidation and business combinations (continued)

(b) Business combinations

With the exception of business combinations involving entities under common control, acquisitions of subsidiaries are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or a liability, will be recognised in the income statement.

In business combinations achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in the income statement.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any) that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another SFRS(I).

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. The accounting policy for goodwill is set out in Note 2.14(a). In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in the income statement on the acquisition date.

Business combinations involving entities under common control are accounted for by applying the pooling-of-interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling holding company. No adjustments are made to reflect the fair values on the date of combination, or recognise any new assets or liabilities. No additional goodwill is recognised as a result of the combination. Any difference between the consideration paid and the share capital of the acquired entity is reflected within equity as equity transaction reserve. The income statement reflects the results of the combining entities for the full year, irrespective of when the combination takes place. Comparatives are presented as if the entities had always been combined since the date the entities had come under common control.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.5 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity as equity transaction reserve and attributed to owners of the Company.

2.6 Foreign currency

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in the income statement except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to the income statement of the Group on disposal of the foreign operation.

For consolidation purpose, the assets and liabilities of foreign operations are translated into USD at the rate of exchange ruling at the end of the reporting period and their income statements are translated at the average exchange rates for the reporting period. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in the income statement. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to the income statement.

2.7 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investment in subsidiaries is accounted for at cost less impairment losses.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.8 Joint arrangements

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

a) Joint operations

The Group recognises in relation to its interest in a joint operation:

(a) Its assets, including its share of any assets held jointly;
(b) Its liabilities, including its share of any liabilities incurred jointly;
(c) Its revenue from the sale of its share of the output arising from the joint operation;
(d) Its share of the revenue from the sale of the output by the joint operation; and
(e) Its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the accounting policies applicable to the particular assets, liabilities, revenues and expenses.

b) Joint ventures

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint venture is set out in Note 2.9.

2.9 Associates and joint ventures

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group's investments in associates and joint ventures are accounted for using the equity method. On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment and is neither amortised nor tested individually for impairment. Any excess of the Group's share of net fair value of the associate's or joint venture's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment and is recognised as income as part of the Group's share of results of the associate or joint venture in the period in which the investment is acquired.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.9 Associates and joint ventures (continued)

Under the equity method, the investments in associates and joint ventures are measured in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates or joint ventures. The Group's profit or loss reflects its share of the associates' or joint ventures' profit or loss after tax and non-controlling interests in the subsidiaries of associates or joint ventures. Distributions received from associates or joint ventures reduce the carrying amount of the investments. Where there has been a change recognised in other comprehensive income by the associates or joint ventures, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and the associates or joint ventures are eliminated to the extent of the interest in the associates or joint ventures.

When the Group's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses once its interest in the associate or joint venture is reduced to zero, unless it has incurred obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates or joint ventures. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate or joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value and recognises the amount in the income statement.

The most recent available audited financial statements of the associated companies or joint ventures are used by the Group in applying the equity method. Where the dates of the audited financial statements used are not coterminous with those of the Group, the share of results is arrived at from the last audited financial statements available and unaudited management financial statements to the end of the accounting period. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Upon loss of significant influence or joint control over the associate or joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the aggregate of the retained investment and proceeds from disposal is recognised in the income statement.

If the Group's ownership interest in an associate or a joint venture is reduced, but the Group continues to apply the equity method, the Group reclassifies to the income statement the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be required to be reclassified to the income statement on the disposal of the related assets or liabilities.

In the Company's separate financial statements, investments in associates and joint ventures are carried at cost less accumulated impairment loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.10 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Such cost includes the cost of replacing parts of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Subsequent to recognition, all items of property, plant and equipment, except for freehold land, are measured at cost less accumulated depreciation and accumulated impairment losses. Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation of an asset begins when it is available for use and is computed on a straight-line basis over the estimated useful life of the asset as follows:

Buildings	–	3 to 80 years
Plant and machineries	–	2 to 60 years
Furniture, fittings and office equipment	–	2 to 20 years
Vessels	–	5 to 30 years
Motor vehicles, trucks and aircraft	–	4 to 20 years

The cost of construction-in-progress represents all costs, including borrowing costs, incurred on the construction of the assets. The accumulated costs will be reclassified to the appropriate property, plant and equipment account when the construction is completed. No depreciation is provided on construction-in-progress as these assets are not yet available for use.

Interest on borrowings to finance the construction of property, plant and equipment is capitalised during the period of time that is required to complete and prepare each asset for its intended use. All other borrowing costs are expensed.

Repair and maintenance costs are taken to the income statement during the financial period in which they are incurred. The cost of major renovations and restorations is included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Group, and is depreciated over the remaining useful life of the asset.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement in the year the asset is derecognised.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.11 Investment properties

Investment properties are properties that are either owned by the Group or leased under a finance lease that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties. Properties held under operating leases are classified as investment properties when the definition of an investment property is met.

Investment properties are initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Investment properties are derecognised either when they have been disposed of (i.e., at the date the recipient obtains control) or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the income statement upon derecognition. In determining the amount of consideration from the derecognition of investment property, the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the property is remeasured to fair value. Any gain arising on remeasurement is recognised in the income statement to the extent that it reverses a previous impairment loss on the specific property, with any remaining gain recognised in other comprehensive income and presented in the asset revaluation reserve in equity. Any loss is immediately recognised in the income statement.

2.12 Bearer plants and biological assets

Bearer plants are living plants used in the production or supply of agricultural produce, are expected to bear produce for more than one period, and have a remote likelihood of being sold as agricultural produce, except for incidental scrap sales.

Bearer plants mainly include mature and immature oil palm plantations. Immature plantations are stated at acquisition cost which includes costs incurred for field preparation, planting, fertilising and maintenance, capitalisation of borrowing costs incurred on loans used to finance the developments of immature plantations and an allocation of other indirect costs based on planted hectares. Mature plantations are stated at acquisition cost less accumulated depreciation and impairment. Mature plantations are depreciated on a straight line basis and over its estimated useful life of 20-25 years, upon commencement of commercial production.

In general, oil palms are considered mature 30 to 36 months after field planting.

Interest on borrowings to finance the acquisition and construction of bearer plants is capitalised during the period of time that is required to complete and prepare the bearer plants for its intended use. All other borrowing costs are expensed.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.12 Bearer plants and biological assets (continued)

The carrying values of bearer plants are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits.

A bearer plant is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the bearer plant is included in the income statement in the year the bearer plant is derecognised.

Produce that grows on mature plantations are measured at fair value less estimated point-of-sale costs. Point-of-sale costs include all costs that would be necessary to sell the produce.

2.13 Plasma investments

Costs incurred during the development phase up to the conversion of the plasma plantation are capitalised as plasma investments. The development of the plasma oil palm plantations is financed by plasma loans, which were received by the plasma farmers (represented by "Cooperatives"), plus additional funding by the Group, should bank financing not be adequate to finance the development costs. Accumulated development costs are presented net of plasma loans and are presented as "Plasma investments".

When the carrying amount of the plasma investments is higher than its estimated recoverable amount, it is written down immediately to its recoverable amount. The difference between the accumulated development costs of plasma plantations and their conversion value is charged to the income statement.

2.14 Intangible assets

(a) Goodwill

Goodwill acquired in a business combination is initially measured at cost. Following initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is reviewed for impairment annually or more frequently if events and circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired, by comparing the carrying amount of the cash-generating unit, including the goodwill, with the recoverable amount of the cash-generating unit. Where the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than the carrying amount, an impairment loss is recognised in the income statement. Impairment losses recognised for goodwill are not reversed in subsequent periods.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.14 Intangible assets (continued)

(a) Goodwill (continued)

Where goodwill forms part of a cash-generating unit (or group of cash-generating units) and part of the operation within that cash-generating unit (or group of cash-generating units) is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operations disposed of and the portion of the cash-generating unit (or group of cash-generating units) retained.

(b) Other intangible assets

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair values as at the date of acquisition. Following initial acquisition, intangible assets are measured at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development assets, are not capitalised and expenditure is reflected in the income statement in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over their estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least once at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the income statement in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually or more frequently if events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable, if not the change in useful lives from indefinite to finite is made on a prospective basis.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement when the asset is derecognised.

(i) Brands

The brands were acquired in business combinations. The useful lives of the brands are estimated to be indefinite because based on the current market share of the brands, management believes there is no foreseeable limit to the period over which the brands are expected to generate net cash inflows for the Group.

(ii) Trademarks & licenses and others

Trademarks & licenses and others acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to the income statement using the straight-line method over 3 to 20 years.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.15 Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in income statement.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are:

(i) Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in income statement when the assets are derecognised or impaired, and through amortisation process.

(ii) Fair value through other comprehensive income (FVOCI)

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in the income statement. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to income statement as a reclassification adjustment when the financial asset is derecognised.

(iii) Fair value through profit or loss (FVPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the income statement in the period in which it arises.

Equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in FVOCI. Dividends from such investments are to be recognised in the income statement when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in FVOCI, changes in fair value are recognised in the income statement.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.15 Financial assets (continued)

Subsequent measurement (continued)

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in the income statement.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired or the Group has transferred its right to receive cash flows from the asset and either has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in OCI for debt instruments is recognised in the income statement.

2.16 Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.17 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount.

Impairment losses are recognised in the income statement except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in the income statement unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

2.18 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and have a short maturity of generally within three months when acquired. These also include bank overdrafts that form an integral part of the Group's cash management. The accounting policy for this category of financial assets is stated in Note 2.15, under amortised cost.

2.19 Inventories

(a) Physical inventories, futures and other forward contracts

Physical inventories of palm based products, oilseeds and grains products, consumer products, sugar and other agricultural commodities are valued at the lower of cost and spot prices prevailing at the end of the reporting period. Cost is determined using the weighted average method.

The Group has committed purchases and sales contracts for palm oil and other agricultural commodities that are entered into as part of its merchandising and processing activities. The prices and physical delivery of the sales and purchases are fixed in the contracts. For committed purchases and sales contracts that are entered into for own use, the contracts are not recognised in the financial statements until physical deliveries take place. For committed purchases and sales contracts that are entered into as part of the merchandising activities, the fair value arising from the contracts are recognised in the financial statements until physical deliveries take place.

The Group also enters into non-physical delivery forward contracts and commodity derivatives to manage the price risk of its physical inventory and to hedge against fluctuations in commodity prices. Commodity derivatives include futures, options and swap contracts on palm oil and palm based products, soybeans and other non-palm products.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.19 Inventories (continued)

(a) Physical inventories, futures and other forward contracts (continued)

Gains or losses arising from matched forward and derivative contracts are recognised immediately in the income statement. Any difference arising from the fair value assessment will be recognised in the financial statements. Unrealised losses arising from the valuations are set off against unrealised gains on an aggregated basis.

The outstanding forward and derivative contracts are valued at their fair value at the end of the reporting period against quoted market prices. Where the quoted market prices are not available, the fair values are based on management's best estimate and are arrived at by reference to the market prices of another contract that is substantially similar. The notional principal amounts of the outstanding forward and futures contracts are off-balance sheet items.

(b) Other inventories

Other inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. Net realisable value is the estimated selling price less the costs of completion and selling expenses.

2.20 Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in income statement when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in income statement.

2.21 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least twelve months after the end of the reporting period.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.22 Borrowing costs

Borrowing costs are recognised in the income statement as incurred except to the extent that they are capitalised. Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of the qualifying asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are being incurred. Borrowing costs are capitalised until the assets are ready for their intended use or sale. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.23 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each end of the reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.24 Employee benefits

(a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) Employee share option plans

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled share-based payment transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted which takes into account market conditions and non-vesting conditions. This cost is recognised in the income statement, with a corresponding increase in the employee share option reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to the income statement for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.24 Employee benefits (continued)

(b) Employee share option plans (continued)

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market condition or non-vesting condition, which are treated as vested irrespective of whether or not the market condition or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. In the case where the option does not vest as the result of a failure to meet a non-vesting condition that is within the control of the Group or the employee, it is accounted for as a cancellation. In such case, the amount of the compensation cost that otherwise would be recognised over the remainder of the vesting period is recognised immediately in the income statement upon cancellation. The employee share option reserve is transferred to retained earnings upon expiry of the share options. When the options are exercised, the employee share option reserve is transferred to share capital if new ordinary shares are issued, or to treasury shares if the options are satisfied by the reissuance of treasury shares.

(c) Provision for employee service entitlements

For companies in Indonesia, the Group recognises long-term employee benefits liabilities in order to meet and cover the minimum benefits required to be paid to qualified employees under Government Regulation No. 35/2021 and Job Creation Act No. 11/2020. The liabilities are estimated from actuarial calculations using the "Projected Unit Credit Method". For short-term employee benefits which are due for payment within twelve months after the reporting period, the Group recognises the liabilities when services have been rendered by the employees.

The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method.

Defined benefit costs comprise the following:
- Service cost;
- Net interest on the net defined benefit liability or asset; and
- Remeasurements of net defined benefit liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognised as expense in the income statement. Past service costs are recognised when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on high quality corporate bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognised as expense or income in the income statement.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognised immediately in other comprehensive income as general reserve in the period in which they arise. Remeasurements are recognised in general reserve within equity and are not reclassified to the income statement in subsequent periods.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.24 Employee benefits (continued)

(c) Provision for employee service entitlements (continued)

In April 2022, DSAK IAI (Institute of Indonesia Chartered Accountants' Accounting Standard Board) issued an explanatory material through a press release regarding attribution of benefits to periods of service in accordance with PSAK 24: Imbalan Kerja which was adopted from IAS 19 Employee Benefits. The explanatory material conveyed the information that the fact pattern of the pension program based on the Labour Law currently enacted in Indonesia is similar to those responded and concluded in the IFRS Interpretation Committee (IFRIC) Agenda Decision Attributing Benefit to Periods of Service (IAS 19).

2.25 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities representing obligations to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, an estimate of costs to dismantle and remove the underlying asset or restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Land and land rights	–	3 to 99 years
Buildings	–	2 to 25 years
Plant and machineries	–	2 to 30 years
Furniture, fittings and office equipment	–	2 to 5 years
Vessels	–	4 to 10 years
Motor vehicles, trucks and aircraft	–	2 to 10 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.25 Leases (continued)

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as rental income in the period in which they are earned.

2.26 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.26 Revenue (continued)

(a) Sale of goods

Revenue from sales arising from the physical delivery of palm based products, oilseeds and grains products, consumer products, sugar and other agricultural commodities is recognised when goods are delivered to the customer and all criteria for acceptance have been satisfied.

(b) Ship charter income

Revenue from time charters of vessels is recognised on a time apportionment basis.

(c) Interest income

Interest income is recognised using the effective interest method.

(d) Dividend income

Dividend income is recognised when the Group's right to receive payment is established.

2.27 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in the income statement except when they relate to items recognised outside the income statement, either in other comprehensive income or directly in equity.

(b) Deferred tax

Deferred income tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.27 Taxes (continued)

(b) Deferred tax (continued)

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax asset is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each end of the reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred income tax relating to items recognised outside the income statement is recognised outside the income statement. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or recognised in the income statement.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.27 Taxes (continued)

(c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.28 Derivative financial instruments and hedging activities

The Group uses derivative financial instruments such as forward currency contracts, cross currency interest rates swaps, forward freight agreements and various commodities futures, options and swap contracts to hedge its risks associated with interest rates, foreign currency, freight charges and commodity price fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into, and are subsequently re-measured at fair value.

Any gains or losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are taken directly to the income statement.

The fair value of forward contracts is determined by reference to current forward prices for contracts with similar maturity profiles. The fair value of forward freight agreements, futures, options and swap contracts is determined by reference to available market information and option valuation methodology. The fair value of interest rate swap contracts is determined by reference to market values for similar instruments. Where the quoted market prices are not available, the fair values are based on management's best estimate and are arrived at by reference to the market prices of another contract that is substantially similar.

The Group applies hedge accounting for certain hedging relationships which qualify for hedge accounting. At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedged item or transaction, the hedging instrument, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's (or transaction's) cash flows attributable to or fair values of the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows or fair value, and are assessed on an ongoing basis to determine that they have been highly effective throughout the financial reporting periods for which they are designated.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.28 Derivative financial instruments and hedging activities (continued)

Hedges which meet the criteria for hedge accounting are accounted for as follows:

Fair value hedges

The change in the fair value of the hedging instrument is recognised in the income statement. The change in the fair value of the hedged item attributable to the risk hedged is recorded as a part of the carrying value of the hedged item and is also recognised in the income statement.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised initially in other comprehensive income and accumulated under the hedging reserve, while the ineffective portion is recognised immediately in the income statement.

Amounts recognised in other comprehensive income are transferred to the income statement when the hedged transaction affects the income statement, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. Where the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as other comprehensive income are transferred to the initial carrying amount of the non-financial asset or liability.

If the forecast transaction or firm commitment is no longer expected to occur, the cumulative gain or loss previously recognised in equity are transferred to the income statement. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, any cumulative gain or loss previously recognised in equity remains in equity until the forecast transaction or firm commitment affects the income statement.

Forward elements of forward contracts

When forward contracts are used to hedge forecast transactions, the Group designates only the spot element of the forward contracts as the hedging instrument.

The Group elects for each hedge designation, whether the change in the fair value of the forward elements of forward contracts that relate to the hedge item are recognised directly in income statement, or in other comprehensive income with the cumulative change in fair value accumulated in equity being subsequently recognised:

- as initial cost or carrying amount of the asset or liability if the hedged item subsequently results in the recognition of a non-financial asset or a non-financial liability, or a firm commitment for a non-financial asset or a non-financial liability for which fair value hedge accounting is applied; or

- as a reclassification adjustment to the income statement when the hedged expected future cash flows affect the income statement.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.29 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 37, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.30 Share capital and treasury shares

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

The Company's own ordinary shares, which are reacquired by the Company and held as treasury shares, are recognised at cost and deducted from equity. No gain or loss is recognised in the income statement on the purchase, sale, reissuance or cancellation of treasury shares. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity ("General Reserves") as gain or loss on reissuance of treasury shares.

2.31 Contingencies

A contingent liability is:

(a) A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) A present obligation that arises from past events but is not recognised because:
   (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
   (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.32 Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to the income statement over the expected useful life of the relevant asset by equal annual instalments. Where the grant relates to an expense item, it is recognised in the income statement over the period necessary to match them on a systematic basis to the costs it is intended to compensate. Grants related to income are presented as a credit under other operating income.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.33 Related parties

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Group and Company if that person:

- (i) Has control or joint control over the Company;
- (ii) Has significant influence over the Company; or
- (iii) Is a member of the key management personnel of the Group or Company or of a parent of the Company.

(b) An entity is related to the Group and the Company if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) Both entities are joint ventures of the same third party;
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
- (vi) The entity is controlled or jointly controlled by a person identified in (a); or
- (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are disclosed below.

(a) Impairment of goodwill and brands

The Group determines whether goodwill and brands are impaired on an annual basis. This requires an estimation of the value in use of the cash-generating unit (or group of cash-generating units) to which the goodwill and brands are allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit (or group of cash-generating units) and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of the Group's goodwill and brands as at 31 December 2023 were approximately US$3,725,174,000 (2022: US$3,832,204,000) and US$1,551,919,000 (2022: US$1,552,361,000) respectively.

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (continued)

(b) Income and deferred taxes

The Group has exposure to income taxes in various jurisdictions. Significant judgement is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's income tax payable, deferred tax assets and deferred tax liabilities as at 31 December 2023 were approximately US$156,916,000 (2022: US$255,861,000), US$357,157,000 (2022: US$284,921,000) and US$429,848,000 (2022: US$387,682,000) respectively. The carrying amount of the Company's deferred tax assets as at 31 December 2023 was approximately US$3,566,000 (2022: US$Nil).

4. REVENUE

	Group	
	2023	2022
	US$'000	US$'000
Sales of agricultural commodities and consumable products	**66,415,984**	72,614,664
Ship charter income	**423,637**	478,758
Others	**315,641**	305,554
	67,155,262	73,398,976

5. COST OF SALES

	Group	
	2023	2022
	US$'000	US$'000
Cost of inventories recognised as expense - physical deliveries	**54,844,587**	57,645,052
Labour, freight and other overhead expenses	**7,985,712**	8,533,543
Net fair value (gain)/loss on derivative financial instruments	**(948,172)**	674,077
	61,882,127	66,852,672

6. FINANCE INCOME

	Group	
	2023	2022
	US$'000	US$'000
Finance income:		
– From associates	**2,529**	5,762
– From bank balances	**77,536**	55,002
– From fixed deposits	**290,844**	226,593
– From joint ventures	**5,947**	2,364
– From other deposits with financial institutions	**107,180**	116,522
– From other sources	**10,103**	10,821
– From related parties	**1,488**	2,741
– Late interest charges pertaining to trade receivables	**7,530**	3,931
	503,157	423,736

7. OTHER OPERATING INCOME
OTHER OPERATING EXPENSES

The following items have been included in arriving at other operating income/(expenses):

	Group	
	2023	2022
	US$'000	US$'000
Amortisation of intangible assets	**(2,177)**	(2,348)
Bad debts written off (non-trade)	**(2,784)**	(358)
Compensation income	**73,532**	11,623
Energy/power/steam income	**36,834**	57,221
Net fair value (loss)/gain on derivative financial instruments	**(7,969)**	327
Foreign exchange gain/(loss), excluding net foreign exchange loss on shareholders' loans to subsidiaries	**10,111**	(102,693)
Gain on disposal of joint ventures	**–**	180,589
Gain on disposal of associates	**241,280**	11,942
Gain on disposal/liquidation of subsidiaries	**1,412**	8,357
Government grants/incentive income	**54,786**	50,030
Grant of share options to employees	**(30,106)**	(19,751)
Inventories written off	**(4,458)**	(173)
(Loss)/gain on disposal of property, plant and equipment	**(6,860)**	21,615
Processing fee income/tolling income	**1,927**	1,077
Rental and storage income	**24,763**	18,248
Scrap sales	**13,427**	27,486
Service fees/management fees/commission income	**28,943**	4,621
Write back of allowance for expected credit losses	**5,845**	1,386

The Group has received government grants of different nature during the reporting periods, among them are grants in relation to the investment and development of plants and machineries, technical skill transformation and value added tax/business tax/corporate income tax subsidy for qualifying enterprise.

Government grants received for which related expenditure has not yet been undertaken are included in deferred income in the balance sheets. There are no unfulfilled conditions or contingencies relating to these grants.

8. FINANCE COSTS

	Group	
	2023	2022
	US$'000	US$'000
Interest expense:		
– Loans and borrowings	**1,201,454**	799,425
– Loans from associates	**583**	324
– Loans from joint ventures	**1,795**	897
– Loans from related parties	**76**	38
– Amortisation of forward elements of forward currency contracts	**42,531**	46,530
– Lease liabilities	**11,033**	10,319
– Others	**19,917**	30,387
	1,277,389	887,920
Less: Amounts capitalised		
– Bearer plants	**(299)**	(202)
– Property, plant and equipment	**(25,564)**	(15,634)
	1,251,526	872,084

9. NON-OPERATING ITEMS

	Group	
	2023	2022
	US$'000	US$'000
Net foreign exchange loss on shareholders' loans to subsidiaries	**(19,345)**	(16,111)
Finance costs on bank borrowings for acquisition of Wilmar Sugar Australia Limited & its subsidiaries	**(33,657)**	(15,210)
Gain on disposal of investment securities at FVPL	**5,043**	1,198
Investment income from investment securities	**49,081**	39,181
Net fair value loss on investment securities at FVPL	**(33,718)**	(15,864)
Impairment loss on goodwill	**(5,327)**	–
Fair value gain on investment properties	**50**	940
	(37,873)	(5,866)

10. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

	Group	
	2023	2022
	US$'000	US$'000
Audit fees paid to:		
– Auditor of the Company	**656**	579
– Other auditors	**7,592**	7,202
Non-audit fees paid to:		
– Auditor of the Company	**81**	7
– Other auditors	**1,443**	1,213
Depreciation of property, plant and equipment	**1,149,304**	1,078,837
Depreciation of bearer plants	**59,338**	59,918
Less: Amounts capitalised as part of costs of bearer plants	**(1,621)**	(1,689)
Add: Impairment loss of property, plant and equipment	**10,291**	14,000
Depreciation and impairment loss of property, plant and equipment and bearer plants - net	**1,217,312**	1,151,066
Employee benefits expense	**2,188,493**	2,143,241

11. INCOME TAX EXPENSE

(a) Major components of income tax expense

The major components of income tax expense for the financial years ended 31 December 2023 and 31 December 2022 are:

	Group	
	2023	2022
	US$'000	US$'000
Consolidated income statement		
Current income tax		
Current year	**337,934**	625,671
Over provision in respect of previous years	**(2,350)**	(30,887)
Withholding tax expenses	**28,827**	21,695
	364,411	616,479
Deferred income tax		
Origination and reversal of temporary differences	**(65,974)**	(74,318)
(Over)/under provision in respect of previous years	**(357)**	5,052
Income tax expense recognised in the consolidated income statement	**298,080**	547,213
Deferred income tax related to other comprehensive income:		
Net tax charges/(credit) in fair value of derivative financial instruments designated as cash flow hedges and others	**8,383**	(20,928)

(b) Relationship between tax expense and accounting profit

The reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rates for the financial years ended 31 December 2023 and 31 December 2022 are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Accounting profit before income tax	**1,956,254**	3,116,558
Tax calculated at tax rate of 17% (2022: 17%)	**332,563**	529,815
Adjustments:		
Effect of different tax rates in other countries	**72,616**	185,520
Effect of tax incentives	**(109,370)**	(75,033)
Effect of changes in tax rates on deferred tax recognised previously	**373**	(457)
Income not subject to taxation	**(90,688)**	(97,561)
Non-deductible expenses	**119,322**	97,716
Deferred tax assets not recognised	**39,700**	21,027
Over provision in respect of previous years	**(2,707)**	(25,835)
Share of results of joint ventures and associates	**(54,366)**	(46,809)
Utilisation of previously unrecognised tax losses/capital allowances	**(37,040)**	(61,719)
Withholding tax expenses	**28,827**	21,695
Others	**(1,150)**	(1,146)
Income tax expense recognised in the consolidated income statement	**298,080**	547,213

12. EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding (exclude treasury shares outstanding) during the financial year.

	Group	
	2023	2022
Profit for the year attributable to owners of the Company (US$'000)	**1,524,829**	2,402,478
Weighted average number of ordinary shares ('000)	**6,242,686**	6,272,414
Basic earnings per share (US cents per share)	**24.4**	38.3

(b) Diluted earnings per share

Diluted earnings per share amounts are calculated by dividing net profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

	Group	
	2023	2022
Profit for the year attributable to owners of the Company (US$'000)	**1,524,829**	2,402,478
Weighted average number of ordinary shares ('000)	**6,242,686**	6,272,414
Effects of dilution		
– Grant of equity-settled share options ('000)	**–**	2,508
Weighted average number of ordinary shares for diluted earnings per share computation ('000)	**6,242,686**	6,274,922
Diluted earnings per share (US cents per share)	**24.4**	38.3

There are 79,108,000 share options (2022: 42,255,000) granted to employees (including directors) under existing employee share option plans that have not been included in the calculation of diluted earnings per share during the financial year because they are anti-dilutive.

13. PROPERTY, PLANT AND EQUIPMENT RIGHT-OF-USE ASSETS INVESTMENT PROPERTIES

Property, plant and equipment

	Land and land rights US$'000	Buildings US$'000	Plant and machineries US$'000	Furniture, fittings and office equipment US$'000	Vessels US$'000	Motor vehicles, trucks and aircraft US$'000	Construction in-progress US$'000	Total US$'000
Group								
Costs								
At 1 January 2022	153,578	5,134,049	10,500,751	388,976	921,207	318,536	2,404,091	19,821,188
Acquisition of subsidiaries	–	34,070	75,543	383	–	736	15,498	126,230
Disposal of subsidiaries	–	(484)	(1,475)	(40)	–	(40)	–	(2,039)
Additions	–	34,934	39,401	21,016	41,225	19,146	2,226,735	2,382,457
Disposals	–	(37,400)	(62,493)	(9,854)	(40,157)	(8,389)	–	(158,293)
Transfers	125	594,056	986,109	32,331	–	4,903	(1,617,524)	–
Transfer to investment properties	–	(32,936)	(1,623)	–	–	–	–	(34,559)
Transfer to right-of-use assets	–	–	–	–	–	–	(18,188)	(18,188)
Reclassifications	–	(652)	1,024	(372)	–	4	(4)	–
Currency translation differences	(11,066)	(357,813)	(768,850)	(34,682)	(12)	(15,141)	(188,712)	(1,376,276)
At 31 December 2022, and 1 January 2023	**142,637**	**5,367,824**	**10,768,387**	**397,758**	**922,263**	**319,755**	**2,821,896**	**20,740,520**
Acquisition of subsidiaries	**6,077**	**86,887**	**89,823**	**14,847**	**–**	**1,924**	**1,281**	**200,839**
Disposal of subsidiaries	**–**	**–**	**(10,500)**	**(1,380)**	**–**	**(203)**	**(963)**	**(13,046)**
Additions	**–**	**8,354**	**28,849**	**15,165**	**64,289**	**19,519**	**2,126,994**	**2,263,170**
Disposals	**–**	**(14,745)**	**(101,310)**	**(9,545)**	**–**	**(10,616)**	**(200)**	**(136,416)**
Transfers	**179**	**722,508**	**1,233,390**	**51,572**	**134,073**	**6,704**	**(2,148,426)**	**–**
Transfer to investment properties	**–**	**(12,276)**	**–**	**–**	**–**	**–**	**(143,532)**	**(155,808)**
Transfer to right-of-use assets	**–**	**–**	**–**	**–**	**–**	**–**	**(43,851)**	**(43,851)**
Reclassifications	**(11)**	**(2,339)**	**(1,560)**	**4,311**	**(59)**	**(311)**	**(31)**	**–**
Currency translation differences	**(293)**	**(105,436)**	**(178,569)**	**(11,071)**	**(39)**	**(10,277)**	**(47,077)**	**(352,762)**
At 31 December 2023	**148,589**	**6,050,777**	**11,828,510**	**461,657**	**1,120,527**	**326,495**	**2,566,091**	**22,502,646**

13. PROPERTY, PLANT AND EQUIPMENT RIGHT-OF-USE ASSETS INVESTMENT PROPERTIES (CONTINUED)

Property, plant and equipment (continued)

	Land and land rights US$'000	Buildings US$'000	Plant and machineries US$'000	Furniture, fittings and office equipment US$'000	Vessels US$'000	Motor vehicles, trucks and aircraft US$'000	Construction in-progress US$'000	Total US$'000
Group								
Accumulated depreciation and impairment loss								
At 1 January 2022	11,666	1,422,453	5,065,270	274,481	323,112	187,404	–	7,284,386
Disposal of subsidiaries	–	(438)	(1,444)	(21)	–	(40)	–	(1,943)
Depreciation charge for the year	–	202,200	635,390	39,400	66,892	25,320	–	969,202
Disposals	–	(9,339)	(40,003)	(9,563)	(15,696)	(7,378)	–	(81,979)
Impairment loss	–	8,029	6,709	(738)	–	–	–	14,000
Reclassifications	–	(486)	1,676	(1,164)	–	(26)	–	–
Currency translation differences	–	(109,618)	(416,057)	(25,283)	(1)	(11,003)	–	(561,962)
At 31 December 2022, and 1 January 2023	**11,666**	**1,512,801**	**5,251,541**	**277,112**	**374,307**	**194,277**	**–**	**7,621,704**
Disposal of subsidiaries	**–**	**–**	**(693)**	**(187)**	**–**	**(62)**	**–**	**(942)**
Depreciation charge for the year	**–**	**220,138**	**668,507**	**43,041**	**77,311**	**25,523**	**–**	**1,034,520**
Disposals	**–**	**(4,426)**	**(62,378)**	**(8,718)**	**–**	**(9,749)**	**–**	**(85,271)**
Impairment loss	**–**	**129**	**10,025**	**–**	**–**	**3**	**–**	**10,157**
Reclassifications	**–**	**(364)**	**(2,015)**	**2,435**	**–**	**(56)**	**–**	**–**
Currency translation differences	**–**	**(34,684)**	**(96,133)**	**(6,719)**	**(33)**	**(7,369)**	**–**	**(144,938)**
At 31 December 2023	**11,666**	**1,693,594**	**5,768,854**	**306,964**	**451,585**	**202,567**	**–**	**8,435,230**
Net carrying amount								
At 31 December 2022	130,971	3,855,023	5,516,846	120,646	547,956	125,478	2,821,896	13,118,816
At 31 December 2023	**136,923**	**4,357,183**	**6,059,656**	**154,693**	**668,942**	**123,928**	**2,566,091**	**14,067,416**

13. PROPERTY, PLANT AND EQUIPMENT RIGHT-OF-USE ASSETS INVESTMENT PROPERTIES (CONTINUED)

Property, plant and equipment (continued)

	Buildings US$'000	Furniture, fittings and office equipment US$'000	Motor vehicles US$'000	Construction in-progress US$'000	Total US$'000
Company					
Costs					
At 1 January 2022	72,867	15,658	475	7,810	96,810
Additions	1,092	2,596	579	2,406	6,673
Disposals	–	(613)	(475)	–	(1,088)
Transfers	2,778	1,315	–	(4,093)	–
At 31 December 2022 and 1 January 2023	**76,737**	**18,956**	**579**	**6,123**	**102,395**
Additions	**294**	**800**	**–**	**–**	**1,094**
Disposals	**–**	**(422)**	**–**	**–**	**(422)**
Transfers	**–**	**3,723**	**–**	**(3,723)**	**–**
Reclassifications	**(645)**	**645**	**–**	**–**	**–**
At 31 December 2023	**76,386**	**23,702**	**579**	**2,400**	**103,067**
Accumulated depreciation					
At 1 January 2022	767	10,503	246	–	11,516
Depreciation charge for the year	1,576	2,754	61	–	4,391
Disposals	–	(611)	(254)	–	(865)
At 31 December 2022 and 1 January 2023	**2,343**	**12,646**	**53**	**–**	**15,042**
Depreciation charge for the year	**1,633**	**3,698**	**58**	**–**	**5,389**
Disposals	**–**	**(322)**	**–**	**–**	**(322)**
Reclassifications	**(31)**	**31**	**–**	**–**	**–**
At 31 December 2023	**3,945**	**16,053**	**111**	**–**	**20,109**
Net carrying amount					
At 31 December 2022	74,394	6,310	526	6,123	87,353
At 31 December 2023	**72,441**	**7,649**	**468**	**2,400**	**82,958**

Capitalisation of borrowing costs

The Group's property, plant and equipment include borrowing costs arising from bank term loans borrowed specifically for the purpose of the construction of plants and machineries. During the financial year, the borrowing costs capitalised as cost of plant and machineries amounted to approximately US$25,564,000 (2022: US$15,634,000).

Assets pledged as security

Certain property, plant and equipment of the Group amounting to approximately US$53,577,000 (2022: US$10,665,000) are pledged as security for bank borrowings.

13. PROPERTY, PLANT AND EQUIPMENT RIGHT-OF-USE ASSETS INVESTMENT PROPERTIES (CONTINUED)

Right-of-use assets

	Land and land rights US$'000	Buildings US$'000	Plant and machineries US$'000	Furniture, fittings and office equipment US$'000	Vessels US$'000	Motor vehicles, trucks and aircraft US$'000	Total US$'000
Group							
Costs							
At 1 January 2022	1,544,484	178,296	38,984	18,972	82,464	28,797	1,891,997
Acquisition of subsidiaries	41,175	8,768	–	–	–	–	49,943
Disposal of subsidiaries	(1,515)	–	–	–	–	–	(1,515)
Additions	174,057	29,340	4,916	886	–	11,275	220,474
Disposals	(11,035)	(16,277)	(4)	(59)	(272)	(1,888)	(29,535)
Transfer from property, plant and equipment	18,188	–	–	–	–	–	18,188
Transfer to investment properties	(8,411)	–	–	–	–	–	(8,411)
Currency translation differences	(112,478)	(17,780)	(7,784)	(1,224)	–	(1,447)	(140,713)
At 31 December 2022 and 1 January 2023	**1,644,465**	**182,347**	**36,112**	**18,575**	**82,192**	**36,737**	**2,000,428**
Acquisition of subsidiaries	**12,503**	**28**	**47**	**–**	**–**	**–**	**12,578**
Additions	**36,183**	**23,126**	**1,698**	**133**	**40,896**	**7,955**	**109,991**
Disposals	**(3,168)**	**(5,267)**	**(2,023)**	**(437)**	**–**	**(3,554)**	**(14,449)**
Transfer from property, plant and equipment	**43,851**	**–**	**–**	**–**	**–**	**–**	**43,851**
Transfer to investment properties	**(10,526)**	**–**	**–**	**–**	**–**	**–**	**(10,526)**
Reclassifications	**6**	**(6)**	**839**	**(839)**	**–**	**–**	**–**
Currency translation differences	**(40,597)**	**(506)**	**(309)**	**55**	**–**	**(350)**	**(41,707)**
At 31 December 2023	**1,682,717**	**199,722**	**36,364**	**17,487**	**123,088**	**40,788**	**2,100,166**
Accumulated depreciation and impairment loss							
At 1 January 2022	107,482	66,533	11,386	3,942	33,076	13,947	236,366
Disposal of subsidiaries	(123)	–	–	–	–	–	(123)
Depreciation charge for the year	46,782	32,883	5,390	1,279	16,039	7,262	109,635
Disposals	(1,545)	(9,271)	(4)	(54)	–	(1,853)	(12,727)
Currency translation differences	(19,552)	(4,588)	(2,997)	(260)	–	(811)	(28,208)
At 31 December 2022 and 1 January 2023	**133,044**	**85,557**	**13,775**	**4,907**	**49,115**	**18,545**	**304,943**
Depreciation charge for the year	**46,662**	**31,375**	**5,420**	**1,183**	**21,477**	**8,667**	**114,784**
Disposals	**(292)**	**(4,354)**	**(2,018)**	**(437)**	**–**	**(3,481)**	**(10,582)**
Impairment loss	**134**	**–**	**–**	**–**	**–**	**–**	**134**
Reclassifications	**(96)**	**96**	**–**	**–**	**–**	**–**	**–**
Currency translation differences	**(7,228)**	**(595)**	**(63)**	**61**	**–**	**(13)**	**(7,838)**
At 31 December 2023	**172,224**	**112,079**	**17,114**	**5,714**	**70,592**	**23,718**	**401,441**
Net carrying amount							
At 31 December 2022	1,511,421	96,790	22,337	13,668	33,077	18,192	1,695,485
At 31 December 2023	**1,510,493**	**87,643**	**19,250**	**11,773**	**52,496**	**17,070**	**1,698,725**

13. PROPERTY, PLANT AND EQUIPMENT RIGHT-OF-USE ASSETS INVESTMENT PROPERTIES (CONTINUED)

Right-of-use assets (continued)

	Land and land rights US$'000	Total US$'000
Company		
Costs		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	**35,155**	**35,155**
Accumulated depreciation		
At 1 January 2022	651	651
Depreciation charge for the year	1,302	1,302
At 31 December 2022 and 1 January 2023	**1,953**	**1,953**
Depreciation charge for the year	**1,302**	**1,302**
At 31 December 2023	**3,255**	**3,255**
Net carrying amount		
At 31 December 2022	33,202	33,202
At 31 December 2023	**31,900**	**31,900**

	Group		Company	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
Net carrying amount				
Property, plant and equipment	**14,067,416**	13,118,816	**82,958**	87,353
Right-of-use assets	**1,698,725**	1,695,485	**31,900**	33,202
Total	**15,766,141**	14,814,301	**114,858**	120,555

13. PROPERTY, PLANT AND EQUIPMENT RIGHT-OF-USE ASSETS INVESTMENT PROPERTIES (CONTINUED)

Investment properties

	Group 2023 US$'000	Group 2022 US$'000
Balance sheet		
At 1 January	**82,757**	38,286
Transfer from property, plant and equipment	**155,808**	34,559
Transfer from right-of-use assets	**10,526**	8,411
Additions	**600**	743
Net gain from fair value adjustment recognised in asset revaluation reserve	**–**	2,627
Net gain from changes in fair value recognised in the consolidated income statement	**50**	940
Currency translation differences	**(1,437)**	(2,809)
At 31 December	**248,304**	82,757
Consolidated income statement		
Rental income from investment properties		
- Minimum lease payments	**1,098**	1,578
	1,098	1,578
Direct operating expenses arising from:		
- Rental generating properties	**198**	458
	198	458

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

Valuation of investment properties

Investment properties are stated at fair value, which has been determined based on valuations performed as at 31 December 2023. The valuations were performed by Beijing Zhuoxin Dahua Appraisal Co., Ltd., an independent valuer with a recognised and relevant professional qualification and with recent experience in the location and category of the properties being valued.

The investment properties held by the Group as at 31 December 2023 are as follows:

Description and location	Existing use	Tenure	Unexpired lease term
8/25/26/33 Hua Neng Union Tower, Shanghai, China	Office	Leasehold	20 years
No.12 Machong West Xingang Road, Machong Town, Dongguan, Guangdong, China	Land and Industrial Plant	Leasehold	41 years
East 200 meters, Jiaotong Avenue and Zhoushan Road intersection, Gang District, Zhoukou, Henan, China	Land and Industrial Plant	Leasehold	48 years
De'gan Industrial Zone, Jiang Jin district, Chongqing, China	Land and Industrial Plant	Leasehold	47 years
Sanjia Village, Siwei Village, Chongxian Street, Yuhang District, Hangzhou City, Zhejiang, China	Land and Industrial Plant	Leasehold	38 years
Food Industrial Park of Xingping City, Xianyang City, Shaanxi Province, China	Land and Industrial Plant	Leasehold	46 years
Economic and Technological Development Zone, Langfang, Hebei Province, China	Land and Industrial Plant	Leasehold	46 years

14. BEARER PLANTS BIOLOGICAL ASSETS

Bearer plants	Group 2023 US$'000	Group 2022 US$'000
Group		
Costs		
At 1 January	**1,277,507**	1,266,182
Additions	**40,586**	35,753
Disposals	**(1,251)**	(1,036)
Capitalisation of finance costs	**299**	202
Capitalisation of depreciation	**1,621**	1,689
Capitalisation of employee benefits	**5,534**	5,673
Written off	**(19,694)**	(6,703)
Currency translation differences	**(51,546)**	(24,253)
At 31 December	**1,253,056**	1,277,507
Accumulated depreciation and impairment loss		
At 1 January	**675,989**	628,064
Depreciation charge for the year	**59,338**	59,918
Disposals	**–**	(29)
Written off	**(15,890)**	(5,517)
Currency translation differences	**(10,315)**	(6,447)
At 31 December	**709,122**	675,989
Net carrying amount		
At 31 December	**543,934**	601,518

Biological assets (Note 21)	Group 2023 US$'000	Group 2022 US$'000
At 1 January	**50,996**	66,012
Fair value loss on biological assets	**(2,803)**	(14,157)
Currency translation differences	**(2,735)**	(859)
At 31 December	**45,458**	50,996

(a) Analysis of oil palm production

During the financial year, the Group harvested approximately 4,450,000 metric tonnes (2022: 4,434,000 metric tonnes) of fresh fruit bunches ("FFB"), which had a fair value less estimated point-of-sale costs of approximately US$663,152,000 (2022: US$829,929,000). The fair value of FFB was determined with reference to their monthly average market prices during the year.

14. BEARER PLANTS
BIOLOGICAL ASSETS (CONTINUED)

(b) Analysis of bearer plants

At the end of the financial year, the Group's total planted area and related value of mature and immature plantations are as follows:-

	Group	
	2023	2022
Area	**Hectares**	Hectares
Planted area:		
– Mature	**219,290** (1)	218,409 (1)
– Immature	**18,273**	20,561
	237,563	238,970

	Group	
	2023	2022
Net carrying amount	**US$'000**	US$'000
Planted area:		
– Mature	**462,760** (1)	513,428 (1)
– Immature	**81,174**	88,090
	543,934	601,518

(1) Mature planted areas include sugar cane plantations.

(c) The finance costs capitalised is actual interest incurred on the bank borrowings used to finance the development of oil palm plantations.

(d) The fair value of biological assets has been determined based on the market price and the estimated yield of FFB, net of maintenance and harvesting costs, overhead costs and estimated cost to sell. The estimated yield is dependent on the age of the oil palm trees, the location of the plantations, soil type and infrastructure. The market price of the FFB is largely dependent on the prevailing market prices of crude palm oil and palm kernel. Point-of-sale costs include all costs that would be necessary to sell the assets.

The following table shows the key unobservable inputs used in the valuation models:

Key unobservable inputs	**Inter-relationship between key unobservable inputs and fair value measurement**
FFB average selling price of US$77 to US$158 (2022: US$84 to US$159) per metric tonne	The estimated fair value increases as the estimated selling price of FFB increases.
Average yield (annual) is 21.0 (2022: 21.0) metric tonne per hectare	The estimated fair value increases as the estimated average yield increases.

15. INTANGIBLE ASSETS

	Goodwill US$'000	Trademarks & licenses and others US$'000	Brands US$'000	Total US$'000
Group				
Cost				
At 1 January 2022	3,929,064	35,998	1,552,461	5,517,523
Additions	–	347	–	347
Acquisition of subsidiaries	52,320	–	–	52,320
Currency translation differences	(46,583)	(3,140)	(100)	(49,823)
At 31 December 2022 and 1 January 2023	**3,934,801**	**33,205**	**1,552,361**	**5,520,367**
Additions	**–**	**318**	**–**	**318**
Acquisition of subsidiaries	**16,011**	**–**	**–**	**16,011**
Reclassifications	**9,164**	**(9,164)**	**–**	**–**
Disposal of subsidiaries	**(1,259)**	**–**	**–**	**(1,259)**
Disposals	**–**	**(4,866)**	**–**	**(4,866)**
Currency translation differences	**(125,302)**	**(590)**	**(442)**	**(126,334)**
At 31 December 2023	**3,833,415**	**18,903**	**1,551,919**	**5,404,237**
Accumulated amortisation and impairment loss				
At 1 January 2022	109,917	13,722	–	123,639
Amortisation during the year	–	2,348	–	2,348
Currency translation differences	(7,320)	(1,470)	–	(8,790)
At 31 December 2022 and 1 January 2023	**102,597**	**14,600**	**–**	**117,197**
Amortisation during the year	**–**	**2,177**	**–**	**2,177**
Impairment loss	**5,327**	**–**	**–**	**5,327**
Disposals	**–**	**(4,866)**	**–**	**(4,866)**
Currency translation differences	**317**	**(108)**	**–**	**209**
At 31 December 2023	**108,241**	**11,803**	**–**	**120,044**
Net carrying amount				
At 31 December 2022	3,832,204	18,605	1,552,361	5,403,170
At 31 December 2023	**3,725,174**	**7,100**	**1,551,919**	**5,284,193**

Amortisation expense

The amortisation of trademarks & licenses and others is included in other operating expenses in the consolidated income statement.

Brands

Brands include 'Arawana', 'CSR', 'Madhur' and various brand names held under the Group's subsidiaries. As explained in Note 2.14(b)(i), the useful lives of the brands are estimated to be indefinite.

15. INTANGIBLE ASSETS (CONTINUED)

Impairment testing of goodwill and brands

Goodwill arising from business combinations and brands have been allocated to individual cash-generating units ("CGU") which are also the reportable operating segments for impairment testing.

The carrying amounts of goodwill and brands allocated to each CGU are as follows:

	Food Products US$'000	Feed and Industrial Products US$'000	Plantation and Sugar Milling US$'000	Others US$'000	Total US$'000
2023					
Goodwill	**902,307**	**1,077,401**	**1,730,536**	**14,930**	**3,725,174**
Brands	**1,544,157**	**7,762**	**–**	**–**	**1,551,919**
2022					
Goodwill	912,529	1,111,527	1,791,202	16,946	3,832,204
Brands	1,544,345	8,016	–	–	1,552,361

The recoverable amounts of the CGUs have been determined based on value in use calculations using cash flow projections from financial budgets approved by management covering a five to ten years period for Food Products, Feed and Industrial Products and Sugar Milling segments. For Palm Oil Plantation, management has used cash flow projections based on the age of the plantations. The pre-tax discount rate applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flow projections beyond the five-year to ten-year period are as follows:-

	Food Products		Feed and Industrial Products		Plantation and Sugar Milling	
	2023	2022	**2023**	2022	**2023**	2022
	%	%	**%**	%	**%**	%
Terminal growth rates	**1.5 - 3.0**	1.5 - 3.4	**2.2 - 3.0**	2.3 - 3.0	**1.5 - 2.0**	1.5 - 2.0
Pre-tax discount rates	**9.1 - 18.1**	6.7 - 19.2	**11.0 - 13.6**	11.0 - 13.8	**9.1 - 12.1**	9.2 - 12.0

These assumptions were used for the analysis of each CGU within the business segment. Management determined budgeted profit margin based on past performance and its expectations of the market development. The pre-tax discount rate reflected specific risks relating to the relevant segments. The forecasted growth rates were based on published industry research and did not exceed the long-term average growth rate for the industries relevant to the CGU.

Impairment loss recognised

During the financial year, an impairment loss on goodwill of approximately US$5,327,000 (2022: US$Nil) was recognised in the consolidated income statement under 'non-operating items'. The impairment was recognised in the Food Products segment.

16. INVESTMENT IN SUBSIDIARIES

	Company	
	2023	2022
	US$'000	US$'000
Unquoted equity shares, at cost	**11,879,695**	11,859,238

Details of the list of significant subsidiaries are included in Note 39.

Acquisition of subsidiaries

The major subsidiaries acquired during the financial year are as follows:

Name of subsidiaries acquired	**Equity interest acquired %**	**Consideration US$'000**	**Month of acquisition**
Delmar Pte. Ltd. ^	28 +	733	Jun 2023
PT Pundi Kencana ^	100	37,172	Aug 2023
Anamika Sugar Mills Private Limited ^	100	28,347	Oct 2023

\+ Rounded to the nearest whole %

^ In accordance with SFRS(I) 3, management is required to identify the fair value of the identifiable assets, liabilities and contingent liabilities at the date of acquisition. The final allocation of the purchase price to the identifiable assets, liabilities and contingent liabilities assumed in the business combination is currently being determined and has not been completed as at 31 December 2023.

16. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Acquisition of subsidiaries (continued)

The fair values of the identifiable assets and liabilities of the abovementioned subsidiaries acquired and the effect thereof as at the respective dates of acquisition were as follows:

	Fair value recognised on acquisition US$'000
Property, plant and equipment	213,417
Inventories	110,672
Trade receivables and other assets	80,492
Cash and cash equivalents	19,424
	424,005
Trade and other payables (including provision for employee gratuity)	142,237
Loans and borrowings	147,664
Deferred tax liabilities	17,242
	307,143
Net identifiable assets	116,862
Less: Non-controlling interests measured at the non-controlling interest's proportionate share of net identifiable assets	(12,451)
Identifiable net assets acquired	104,411
Less: Transfer from investment in joint ventures	(106)
Less: Transfer from investment in associates	(54,043)
	50,262
Goodwill arising from business combination	16,011
Total consideration for acquisition	**66,273**

Total cost of business combination

The total cost of the business combination is as follows:

	Cashflow on acquisition US$'000
The effects of acquisition on cash flow are as follows:	
Consideration settled in cash	66,273
Less: Cash and cash equivalents of subsidiaries acquired	(19,424)
Net cash outflow on acquisition	**46,849**

Impact of acquisitions on consolidated income statement

From the respective dates of acquisition, the acquirees have contributed additional revenue and net profit of approximately US$187,528,000 and US$2,421,000 respectively for the financial year ended 31 December 2023. If the combinations had taken place at the beginning of the financial year, the Group's revenue would have been approximately US$67,505,979,000 and net profit would have been approximately US$1,527,377,000.

16. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Acquisition of non-controlling interests

The Group acquired additional interest in certain subsidiaries during the financial year. The major non-controlling interests acquired are as follows:

Acquirer	Acquiree	Additional interest %	Proportion of ownership interest after additional acquisition %	Consideration US$'000	Book value US$'000	Premium/ (discount) arising from acquisition US$'000	Month of acquisition
Yihai Kerry Arawana Holdings Co., Ltd	Yihai Kerry (Lanzhou) Oils & Grains Industries Co., Ltd	15 +	97 +	6,505	5,135	1,370	Jan 2023
Siteki Investments Pte Ltd	Calofic Corporation	24	100	91,842	47,254	44,588	Mar 2023
Yihai Kerry Arawana Holdings Co., Ltd	Yihai Kitchen (Shenyang) Food Technology Co., Ltd (formerly known as Yihai Kitchen Guanghui (Shenyang) Food Technology Co., Ltd)	49	100	1,467	876	591	Apr 2023
Yihai Kerry Arawana Holdings Co., Ltd	Yihai Kitchen (Shaanxi) Food Technology Co., Ltd (formerly known as Yihai Kitchen Guanghui (Shaanxi) Food Technology Co., Ltd)	49	100	2,795	1,048	1,747	Apr 2023
Yihai Kerry Arawana Holdings Co., Ltd	Yihai Kerry (Huizhou) Packaging Technology Co., Ltd (formerly known as Huizhou Altech Packaging Co., Ltd)	40	100	3,228	3,245	(17)	Jun 2023
Yihai Kerry Arawana Holdings Co., Ltd	Yihai Kerry (Jiangxi) Technology Co., Ltd (formerly known as Jiangxi YZ Bleaching Clay Technology Co., Ltd)	30	100	5,293	4,851	442	Jul 2023
Yihai Kerry Arawana Holdings Co., Ltd	Shanxi Arawana Liangfen Vinegar Co., Ltd	27 +	100	2,828	(64)	2,892	Oct 2023
Yihai Kerry Arawana Holdings Co., Ltd	Wuan Chuang Arawana (Taizhou) Foods Industries Co., Ltd	20	90	5,199	(2,451)	7,650	Dec 2023

\+ Rounded to the nearest whole %

16. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Disposal/liquidation of subsidiaries

The Group disposed of and liquidated certain subsidiaries during the financial year. The major subsidiaries disposed /liquidated are as follows:

Name of subsidiaries disposed/liquidated	Equity interest disposed/ liquidated %	Sales/ liquidation proceeds US$'000	Month of disposal/ liquidation
Wilmar Investments (Mauritius) Limited	100	4,171	Jan 2023
Yihai Kerry (Langfang) Trading Co., Ltd	100	4,348	Mar 2023
Yihai Kerry (Maoming) Energy Co., Ltd	100	2,822	Jun 2023
Yuexiu Yihai Kitchen (Zhoukou) Food Technology Co., Ltd (formerly known as Yihai Kitchen (Zhoukou) Food Technology Co., Ltd)	51	1,234	Dec 2023
ZhiCan Yihai Kitchen (Chongqing) Food Co., Ltd (formerly known as Yihai Kitchen (Chongqing) Food Co., Ltd)	70	1,373	Dec 2023

The carrying amounts of assets and liabilities of the subsidiaries disposed/liquidated and the effect thereof as at the respective dates of disposal/liquidation were as follows:

	Cashflow on disposal US$'000
Property, plant and equipment	12,104
Trade receivables and other assets	36,951
Inventories	660
Cash and cash equivalents	13,803
	63,518
Trade and other payables	47,494
Net carrying amounts of assets disposed	16,024
Less: Transfer to investment in a joint venture	(1,059)
Less: Transfer to investment in an associate	(271)
Less: Non-controlling interest	(69)
Net assets disposed	14,625
Net assets disposed	14,625
Add: Equity transaction reserve realised upon liquidation of subsidiaries	18
Add: Foreign currency translation reserve realised upon disposal/liquidation of subsidiaries	400
Add: Goodwill disposed	1,259
Gain on disposal/liquidation	1,412
Sales/liquidation proceeds, net	17,714
Less: Cash and cash equivalents of subsidiaries disposed/liquidated	(13,803)
Net cash inflow on disposal/liquidation of subsidiaries	**3,911**

17. INVESTMENT IN JOINT VENTURES

INVESTMENT IN ASSOCIATES

The Group's investment in joint ventures is summarised below:

	Group	
	2023	2022
	US$'000	US$'000
Olenex Holdings B.V.	**147,842**	81,301
Vietnam Agribusiness Holdings Pte. Ltd.	**117,797**	92,374
Other joint ventures	**228,538**	196,326
Investment in joint ventures	**494,177**	370,001

Details of the list of significant joint ventures are included in Note 40.

The summarised financial information of material joint ventures are as follows:

	Olenex Holdings B.V.		Vietnam Agribusiness Holdings Pte. Ltd.	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Assets and liabilities:				
Current assets	**540,966**	762,116	**220,480**	212,483
Non-current assets	**286,867**	236,813	**101,052**	51,018
Total assets	**827,833**	998,929	**321,532**	263,501
Current liabilities	**495,517**	770,883	**96,086**	108,899
Non-current liabilities	**95,769**	97,964	**20,000**	–
Total liabilities	**591,286**	868,847	**116,086**	108,899
Shareholders' equity	**236,547**	130,082	**205,446**	154,600
Proportion of the Group's ownership interest	**63%** +	63% +	**50%**	50%
Group's share	**147,842**	81,301	**102,723**	77,300
Goodwill on acquisition	**–**	–	**15,074**	15,074
Carrying amount of the investment	**147,842**	81,301	**117,797**	92,374
Revenue	**3,519,619**	4,161,697	**779,967**	900,042
Profit for the year	**94,145**	28,470	**50,846**	36,596
Other comprehensive income	**5,390**	(19,346)	**–**	–
Total comprehensive income	**99,535**	9,124	**50,846**	36,596

\+ Rounded to the nearest whole %

17. INVESTMENT IN JOINT VENTURES INVESTMENT IN ASSOCIATES (CONTINUED)

The summarised financial information of material joint ventures are as follows (continued):

	Olenex Holdings B.V.		Vietnam Agribusiness Holdings Pte. Ltd.	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Cash and cash equivalents	**3,825**	3,813	**55,988**	93,467
Depreciation and amortisation	**13,187**	13,171	**4,511**	5,787
Finance expense - net	**20,126**	5,683	**44**	48
Income tax expense	**11,755**	5,305	**10,956**	10,798

The activities of Olenex Holdings B.V. and Vietnam Agribusiness Holdings Pte. Ltd. are strategic to the Group's activities. No dividends were received from Olenex Holdings B.V. and Vietnam Agribusiness Holdings Pte. Ltd. during the financial year ended 31 December 2023 (2022: US$Nil).

Aggregate information about the Group's shares in joint ventures that are not individually material are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Share of the joint ventures' profit for the year	**21,477**	15,840
Share of the joint ventures' total comprehensive income	**21,477**	15,840

The Group's investment in associates is summarised below:

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
COFCO East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd	**594,666**	594,754	**–**	–
Adani Wilmar Limited	**437,105**	432,623	**–**	–
Other associates	**1,942,144**	2,217,488	**13,677**	13,677
Investment in associates	**2,973,915**	3,244,865	**13,677**	13,677
Fair value of investment in associates for which there are published price quotations (Level 1 in the fair value hierarchy)	**2,536,247**	4,897,948	**14,076**	17,345

Details of the list of significant associates are included in Note 40.

17. INVESTMENT IN JOINT VENTURES

INVESTMENT IN ASSOCIATES (CONTINUED)

The summarised financial information of material associates are as follows:

	COFCO East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd		Adani Wilmar Limited	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Assets and liabilities:				
Current assets	**1,063,387**	814,311	**1,636,104**	1,786,725
Non-current assets	**324,317**	341,021	**831,737**	753,205
Total assets	**1,387,704**	1,155,332	**2,467,841**	2,539,930
Current liabilities	**736,021**	504,006	**1,378,440**	1,462,989
Non-current liabilities	**1,742**	900	**132,771**	130,531
Total liabilities	**737,763**	504,906	**1,511,211**	1,593,520
Shareholders' equity	**636,071**	636,271	**956,361**	945,406
Proportion of the Group's ownership interest	**44%**	44%	**44%** +	44% +
Group's share	**279,871**	279,959	**420,177**	415,695
Goodwill on acquisition	**314,795**	314,795	**16,928**	16,928
Carrying amount of the investment	**594,666**	594,754	**437,105**	432,623
Revenue	**3,286,084**	3,529,209	**6,545,819**	5,304,964
Profit for the year	**14,364**	45,166	**16,353**	72,779
Total comprehensive income	**14,364**	45,166	**15,637**	70,937

\+ Rounded to the nearest whole %

The activities of COFCO East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd and Adani Wilmar Limited are strategic to the Group's activities. No dividend was received from COFCO East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd during the financial year ended 31 December 2023 (2022: US$3,747,000). No dividend was received from Adani Wilmar Limited during the financial year ended 31 December 2023 (2022: US$Nil).

Aggregate information about the Group's shares in associates that are not individually material are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Share of the associates' profit for the year	**200,217**	169,990
Share of the associates' total comprehensive income	**200,217**	169,990

18. INVESTMENT SECURITIES

	Group	
	2023	2022
	US$'000	US$'000
At fair value through other comprehensive income		
Non-current:		
Quoted equity instruments *	**279,713**	187,306
Unquoted equity instruments	**89,632**	35,644
Investment funds	**70,373**	79,049
	439,718	301,999
At fair value through profit or loss		
Current:		
Quoted equity instruments	**280,485**	362,921
	280,485	362,921

* Included in the quoted equity instruments is an investment in shares quoted on National Stock Exchange of Australia. As the sale and purchase of this investment is restricted, the valuation is determined using discounted cash flow projections.

Investments in equity instruments designated at fair value through other comprehensive income

The fair value of each of the investments in equity instruments designated at fair value through other comprehensive income at the end of the reporting period are as follows:

	Group	
	2023	2022
	US$'000	US$'000
At fair value through other comprehensive income		
Preference shares issued by financial institutions in China	**140,410**	130,785
Primavera Capital (Cayman) Fund I L.P.	**7,255**	6,934
Sugar Terminals Limited	**33,115**	32,998
PRE 13 Pte. Ltd.	**64,121**	–
Others	**194,817**	131,282
	439,718	301,999

The Group has elected to measure these investment securities at FVOCI due to the Group's intention to hold these equity instruments for long-term appreciation.

During the year, the Group recognised investment income of US$49,081,000 (2022: US$39,181,000) from its investment securities.

19. DEFERRED TAX

	Group			
	Balance sheet		Consolidated income statement	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Deferred tax assets				
Provisions	**122,727**	121,030	**(2,374)**	(6,460)
Unutilised tax losses	**298,088**	201,926	**(94,117)**	(113,566)
Timing differences for tax purposes	**143,764**	164,148	**4,258**	(9,194)
Fair value adjustments on derivatives classified as cash flow hedges	**25,338**	36,078	**–**	–
Other items	**2,347**	9,940	**1,965**	(908)
	592,264	533,122		
Less: Deferred tax liabilities				
Timing differences for tax purposes	**478,572**	459,927	**6,925**	58,182
Fair value adjustments on acquisition of subsidiaries	**52,509**	52,660	**(38)**	(1,796)
Fair value adjustments on derivatives classified as cash flow hedges	**21,420**	25,544	**–**	–
Fair value adjustments on biological assets	**10,168**	11,412	**(1,247)**	(3,463)
Undistributed earnings	**85,945**	83,830	**2,115**	5,096
Other items	**16,341**	2,510	**16,182**	2,843
	664,955	635,883		
	(72,691)	(102,761)		
Deferred income tax credit			**(66,331)**	(69,266)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, were shown in the statements of financial position:

	Group	
	2023	2022
	US$'000	US$'000
Deferred tax assets	**357,157**	284,921
Deferred tax liabilities	**(429,848)**	(387,682)
	(72,691)	(102,761)

Unrecognised tax losses

At the balance sheet date, the Group has tax losses of approximately US$430,737,000 (2022: US$429,548,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to the uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

19. DEFERRED TAX (CONTINUED)

Unrecognised temporary differences relating to investment in subsidiaries

At the balance sheet date, no deferred tax liability (2022: US$Nil) has been recognised for taxes that would be payable on certain of the Group's subsidiaries' undistributed earnings as the Group has determined that undistributed earnings of its subsidiaries will not be distributed in the foreseeable future.

Such temporary differences for which no deferred tax liability has been recognised aggregate to approximately US$7,622,583,000 (2022: US$7,431,340,000). The deferred tax liability is estimated to be approximately US$647,438,000 (2022: US$628,089,000).

20. DERIVATIVE FINANCIAL INSTRUMENTS

	Group					
	2023			2022		
	Contract/ Notional amount US$'000	**Assets US$'000**	**Liabilities US$'000**	Contract/ Notional amount US$'000	Assets US$'000	Liabilities US$'000
Forward currency contracts, options and cross currency interest rate swaps	**15,075,715**	**162,117**	**152,774**	15,152,195	179,261	223,690
Futures, options and swap contracts	**12,047,416**	**1,484,568**	**927,637**	11,535,000	272,638	441,036
Fair value of firm commitment contracts	**7,363,240**	**174,299**	**476,192**	5,794,515	150,250	78,201
Total derivative financial instruments		**1,820,984**	**1,556,603**		602,149	742,927
Less: Current portion		**(1,758,718)**	**(1,545,228)**		(574,562)	(718,229)
Non-current portion		**62,266**	**11,375**		27,587	24,698

	Company					
	2023			2022		
	Contract/ Notional amount US$'000	**Assets US$'000**	**Liabilities US$'000**	Contract/ Notional amount US$'000	Assets US$'000	Liabilities US$'000
Current						
Forward currency contracts, options and cross currency interest rate swaps	**12,444**	**–**	**32**	10,098	–	30

The Group classifies derivative financial instruments as financial assets/liabilities at fair value through profit or loss. The Group does not apply hedge accounting, except for those designated as hedges of commodity products and foreign exchange risk.

Certain derivative transactions that are not transacted on an exchange, are entered into under International Swaps and Derivatives Association (ISDA) Master Netting Agreements and Long Form Confirmations. In general, the amounts owed by each counterparty that are due on a single day in respect of all transactions outstanding in the same currency under the agreement are aggregated into a single net amount payable by one party to the other. In certain circumstances, for example when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is due or payable in settlement of all transactions.

20. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

Cash flow hedges

The Group enters into various commodities futures, options, swap and forward currency contracts in order to hedge the financial risks related to the purchases and sales of commodity products. The Group has applied cash flow hedge accounting to these derivatives as they are considered to be highly effective hedging instruments. A net fair value gain of approximately US$3,850,000 (2022: gain of approximately US$26,763,000), with related deferred tax charge of approximately US$2,230,000 (2022: tax charge of approximately US$10,339,000) is included in the hedging reserve in respect of these contracts.

The cash flows arising from these derivatives are expected to occur and enter into the determination of profit or loss during the next three financial years as follows: US$1,089,000, US$1,913,000 and US$848,000 (2022: US$25,083,000, US$30,000 and US$1,650,000).

Fair value changes to the forward elements of forward currency contracts not designated as hedging instruments are accounted for as cost of hedging. A net fair value loss of approximately US$39,914,000 (2022: loss of approximately US$69,152,000), with related deferred tax credit of approximately US$13,354,000 (2022: tax credit of approximately US$26,551,000), is included in the cost of hedging reserve in respect of these contracts.

Fair value hedges

The Group enters into commodities future contracts to hedge the financial risk related to the carrying value of commodity products. A net fair value gain of approximately US$21,266,000 (2022: gain of approximately US$44,010,000) is recognised in the consolidated income statement and offset with a similar loss on the inventory. The Group also enters into forward currency contracts to hedge the financial risk related to cash deposits and borrowings. A net fair value gain of approximately US$43,718,000 (2022: gain of approximately US$139,435,000) is recognised in the consolidated income statement and offset with a similar loss on cash deposits and borrowings.

21. OTHER FINANCIAL ASSETS OTHER NON-FINANCIAL ASSETS

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Non-current:				
Loans to non-controlling shareholders of subsidiaries	**29,434**	28,828	**–**	–
Other non-trade receivables	**32,983**	85,691	**–**	–
Amounts due from subsidiaries - non-trade	**–**	–	**59,146**	231,689
Amounts due from joint ventures - non-trade	**30,216**	50,450	**43,846**	49,938
Amounts due from associates - non-trade	**13,716**	14,118	**–**	–
Amounts due from related parties - non-trade	**20,165**	14,308	**–**	–
Other financial assets	**126,514**	193,395	**102,992**	281,627
Current:				
Deposits	**68,218**	126,996	**179**	175
Loans to non-controlling shareholders of subsidiaries	**26,117**	26,412	**–**	–
Other non-trade receivables	**533,406**	427,833	**931**	14,768
Other deposits with financial institutions	**3,814,951**	3,584,932	**–**	–
Amounts due from subsidiaries - non-trade	**–**	–	**5,986,041**	5,760,400
Amounts due from joint ventures - non-trade	**92,927**	98,784	**629**	417
Amounts due from associates - non-trade	**112,995**	242,140	**7,330**	2,678
Amounts due from related parties - non-trade	**10**	27,568	**–**	–
Other financial assets	**4,648,624**	4,534,665	**5,995,110**	5,778,438
Non-current:				
Prepayments	**53,878**	52,755	**–**	–
Plasma investments	**5,970**	16,437	**–**	–
Other non-financial assets	**59,848**	69,192	**–**	–
Current:				
Prepayments and other non-financial assets	**209,632**	239,137	**8,785**	5,454
Biological assets (Note 14)	**45,458**	50,996	**–**	–
Tax recoverables	**221,868**	178,529	**–**	–
Advances for property, plant and equipment	**254,068**	341,962	**–**	–
Advances to suppliers	**612,882**	848,887	**–**	–
Other non-financial assets	**1,343,908**	1,659,511	**8,785**	5,454

Amounts due from subsidiaries, joint ventures, associates and related parties (non-current)

Other than the non-current non-trade receivables from joint ventures, associates and related parties which bear interest rates ranging from 2.5% to 6.6% (2022: 2.5% to 5.8%) per annum, the remaining amounts are non-interest bearing, unsecured and have no fixed terms of repayment. These balances are not expected to be repaid within the next twelve months and are expected to be settled in cash.

As at 31 December 2023, the Company has provided impairment for amounts due from subsidiaries amounting to approximately US$6,914,000 (2022: US$6,914,000).

21. OTHER FINANCIAL ASSETS
OTHER NON-FINANCIAL ASSETS (CONTINUED)

Amounts due from subsidiaries, joint ventures, associates and related parties (current)

The current non-trade receivables from subsidiaries, joint ventures, associates and related parties are unsecured, non-interest bearing and repayable on demand except for amounts due from joint ventures and associates of approximately US$81,958,000 (2022: US$14,709,000) and US$23,320,000 (2022: US$109,472,000) respectively, which bear interest ranging from 3.6% to 8.5% (2022: 2.3% to 8.5%) per annum. These balances are expected to be settled in cash.

As at 31 December 2023, the Company has provided impairment for amounts due from subsidiaries amounting to approximately US$81,959,000 (2022: US$81,959,000).

Loans to non-controlling shareholders of subsidiaries

The current loans to non-controlling shareholders of subsidiaries are non-interest bearing and have no fixed repayment dates except for loans amounting to US$25,487,000 (2022: US$25,665,000), which bear interest ranging from 2.0% to 12.5% (2022: 2.6% to 11.8%) per annum and are expected to be settled in cash.

The non-current loans to non-controlling shareholders of subsidiaries bear interest at 2.0% (2022: 2.0%) per annum and are expected to be settled in cash.

Other deposits with financial institutions

Other deposits with financial institutions are deposits placed with banks with high credit ratings and no history of default. The interest rates range from 1.5% to 4.3% (2022: 2.6% to 4.5%) per annum.

The Group has pledged other deposits with financial institutions amounting to approximately US$311,792,000 (2022: US$483,917,000) as security for bank borrowings.

22. INVENTORIES

	Group	
	2023	2022
	US$'000	US$'000
Balance sheet		
At cost:		
Raw materials	**3,388,624**	3,920,618
Consumables	**594,295**	608,066
Finished goods	**3,715,118**	4,657,716
Goods in transit	**1,199,489**	1,063,883
	8,897,526	10,250,283
At net realisable value:		
Raw materials	**1,309,255**	1,122,458
Consumables	**3,732**	1,648
Finished goods	**1,591,230**	1,855,684
	2,904,217	2,979,790
	11,801,743	13,230,073
Consolidated income statement		
Inventories recognised as an expense in cost of sales	**54,844,587**	57,645,052
Inclusive of the following charge:		
- (Write back)/provision for net realisable value	**(28,436)**	82,836

23. TRADE RECEIVABLES

	Group	
	2023	2022
	US$'000	US$'000
Trade receivables	**4,931,953**	5,073,081
Notes receivables	**135,104**	111,749
Value added tax recoverable	**931,502**	797,178
Amounts due from joint ventures - trade	**71,439**	56,583
Amounts due from associates - trade	**278,401**	367,208
Amounts due from related parties - trade	**74,154**	179,376
	6,422,553	6,585,175
Less: Allowance for expected credit losses	**(38,063)**	(36,163)
	6,384,490	6,549,012

Trade receivables, including amounts due from joint ventures, associates and related parties, are non-interest bearing and the average turnover is 29 days (2022: 30 days). They are recognised at their original invoice amounts which represent their fair values on initial recognition. Notes receivables are non-interest bearing and have a maturity period ranging from 1 to 180 days for the financial years ended 31 December 2023 and 31 December 2022.

The Group has pledged trade receivables amounting to approximately US$3,226,000 (2022: US$5,633,000) as security for bank borrowings.

Trade receivables that are impaired

The Group's trade receivables that are impaired at the balance sheet date and the movement of the allowance for expected credit losses of trade receivables are as follows:

Movement in allowance account:

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**(36,163)**	(33,255)
Additional allowance during the year	**(7,764)**	(5,637)
Acquisition of subsidiaries	**(453)**	(815)
Bad debts written off against allowance	**5,636**	2,273
Currency translation differences	**681**	1,271
At 31 December	**(38,063)**	(36,163)

Financial assets carried at amortised cost

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Trade receivables	**6,384,490**	6,549,012	**–**	–
Other financial assets – current	**4,648,624**	4,534,665	**5,995,110**	5,778,438
Other financial assets – non-current	**126,514**	193,395	**102,992**	281,627
Cash and bank balances – current	**4,504,831**	2,999,417	**1,598**	1,448
Other bank deposits – current	**3,650,893**	2,722,249	**–**	–
Other bank deposits – non-current	**1,078,833**	2,375,854	**–**	–
Total financial assets carried at amortised cost	**20,394,185**	19,374,592	**6,099,700**	6,061,513

24. OTHER BANK DEPOSITS CASH AND BANK BALANCES

	Group	
	2023	2022
	US$'000	US$'000
Non-current:		
Fixed deposits pledged with financial institutions for bank facilities	**862,539**	2,124,720
Other deposits with maturity more than 12 months	**216,294**	251,134
	1,078,833	2,375,854
Current:		
Fixed deposits pledged with financial institutions for bank facilities	**1,744,630**	1,332,656
Other deposits with maturity more than 3 months	**1,906,263**	1,389,593
	3,650,893	2,722,249
	4,729,726	5,098,103

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Cash at banks and on hand	**3,130,268**	2,436,674	**1,598**	1,448
Short-term and other deposits	**1,374,563**	562,743	**–**	–
Cash and bank balances	**4,504,831**	2,999,417	**1,598**	1,448

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months depending on the cash requirements of the Group and the Company, and earn interests at the respective short-term deposit rates. The average effective interest rate of the Group is 3.5% (2022: 2.7%) per annum.

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Other bank deposits	**4,729,726**	5,098,103	**–**	–
Cash and bank balances	**4,504,831**	2,999,417	**1,598**	1,448
Total cash and bank balances	**9,234,557**	8,097,520	**1,598**	1,448

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at the balance sheet date:

	Group	
	2023	2022
	US$'000	US$'000
Cash and bank balances	**4,504,831**	2,999,417
Bank overdrafts (Note 27)	**(124,073)**	(152,716)
Cash and cash equivalents	**4,380,758**	2,846,701

25. TRADE PAYABLES

	Group	
	2023	2022
	US$'000	US$'000
Trade payables	**2,758,467**	2,215,659
Value added tax payable	**23,718**	62,669
Amounts due to joint ventures - trade	**44,693**	17,277
Amounts due to associates - trade	**65,559**	50,380
Amounts due to related parties - trade	**1,786**	5,962
	2,894,223	2,351,947

Trade payables, including amounts due to joint ventures, associates and related parties, are non-interest bearing and the average turnover is 13 days (2022: 13 days).

Financial liabilities carried at amortised cost

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Trade payables	**2,894,223**	2,351,947	**–**	–
Other financial liabilities - current	**2,259,542**	2,416,629	**5,345,310**	5,631,541
Other financial liabilities - non-current	**217,529**	229,055	**3,140,163**	2,125,000
Loans and borrowings	**30,701,800**	30,429,001	**70,666**	75,919
Total financial liabilities carried at amortised cost	**36,073,094**	35,426,632	**8,556,139**	7,832,460

26. OTHER FINANCIAL LIABILITIES OTHER NON-FINANCIAL LIABILITIES

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Current:				
Advances from non-controlling shareholders of subsidiaries	**38,606**	16,054	**–**	–
Accrued operating expenses	**1,206,297**	1,381,796	**21,493**	23,496
Amounts due to subsidiaries – non-trade	**–**	–	**5,321,692**	5,606,369
Amounts due to joint ventures – non-trade	**61,365**	51,018	**–**	–
Amounts due to associates – non-trade	**13,187**	15,784	**–**	–
Amounts due to related parties – non-trade	**4**	1,545	**–**	89
Deposits from third parties	**197,277**	200,727	**12**	12
Payable for property, plant and equipment	**350,296**	340,123	**–**	–
Other tax payables	**23,688**	29,515	**–**	–
Lease liabilities (Note 32)	**67,301**	60,667	**–**	–
Other payables	**301,521**	319,400	**2,113**	1,575
Other financial liabilities	**2,259,542**	2,416,629	**5,345,310**	5,631,541
Non-current:				
Advances from non-controlling shareholders of subsidiaries	**28,016**	40,604	**–**	–
Amounts due to subsidiaries – non-trade	**–**	–	**3,140,163**	2,125,000
Amounts due to joint ventures – non-trade	**5,302**	5,302	**–**	–
Amounts due to associates – non-trade	**949**	6,320	**–**	–
Lease liabilities (Note 32)	**174,893**	169,048	**–**	–
Other payables	**8,369**	7,781	**–**	–
Other financial liabilities	**217,529**	229,055	**3,140,163**	2,125,000
Current:				
Advances from customers and others	**558,257**	765,132	**–**	–
Other non-financial liabilities	**558,257**	765,132	**–**	–
Non-current:				
Provision for employee gratuity	**119,481**	96,822	**–**	–
Deferred income - government grants	**162,676**	126,346	**–**	–
Other non-financial liabilities	**282,157**	223,168	**–**	–

The current amounts due to subsidiaries by the Company and the current amounts due to associates, joint ventures and related parties by the Group are unsecured, non-interest bearing and repayable on demand except for amounts due to associates of approximately US$1,008,000 (2022: US$1,026,000) and amounts due to joint ventures of approximately US$50,323,000 (2022: US$39,488,000), which bear interest ranging from 2.4% to 6.8% (2022: 2.6% to 5.8%) per annum. These balances are expected to be settled in cash.

The advances from non-controlling shareholders are unsecured and non-interest bearing except for amounts of approximately US$33,570,000 (2022: US$14,708,000), which bear interest rate at 2.8% to 8.7% (2022: 2.8% to 7.0%) per annum. These balances are expected to be settled in cash.

There are no unfulfilled conditions or contingencies attached to the deferred government grants.

27. LOANS AND BORROWINGS

	Note	Maturity	Weighted average interest rate 2023 %	2022 %	Group 2023 US$'000	2022 US$'000	Company 2023 US$'000	2022 US$'000
Current:								
Bank term loans	(a)	**2024**	**3**	5	**2,020,526**	3,545,491	**–**	–
Short-term/pre-shipment loans	(a)	**2024**	**4**	4	**12,570,618**	11,233,571	**–**	–
Trust receipts/bill discounts	(a)	**2024**	**2**	2	**7,455,233**	8,135,221	**–**	–
Bank overdrafts	(b)	**2024**	**13**	12	**124,073**	152,716	**–**	–
Short/Medium Term Notes	(c)	**2024**	**3**	2	**70,293**	359,993	**–**	–
Redeemable non-convertible debentures	(d)	**2024**	**11**	12	**1,358**	7,553	**–**	–
					22,242,101	23,434,545	**–**	–
Non-current:								
Bank term loans	(a)	**2025-2031**	**6**	4	**8,367,283**	6,829,608	**–**	–
Medium Term Notes	(c)	**2027**	**1**	2	**70,666**	147,805	**70,666**	75,919
Redeemable non-convertible debentures	(d)	**2032**	**11**	12	**21,750**	17,043	**–**	–
					8,459,699	6,994,456	**70,666**	75,919
Total loans and borrowings					**30,701,800**	30,429,001	**70,666**	75,919

The terms and conditions and securities for interest bearing loans and borrowings are as follows:

(a) Bank term loans/short-term/pre-shipment loans/trust receipts/bill discounts

A portion of the Group's loans is secured by a pledge over property, plant and equipment, fixed deposits, trade receivables, inventories, other deposits with financial institutions and corporate guarantees from the Company and certain subsidiaries.

(b) Bank overdrafts

Certain bank overdrafts are secured by corporate guarantees from the Company.

(c) Short/Medium Term Notes

On 18 May 2022, the Company issued a 5-year Medium Term Note of Japanese Yen 10 billion at a fixed rate of 0.72% per annum.

On 29 November 2021, a subsidiary issued a 3-year Medium Term Note of Chinese Renminbi 500 million at a fixed rate of 3.14% per annum.

(d) Redeemable non-convertible debentures

The redeemable non-convertible debentures ("NCD") are secured by certain assets of a subsidiary. The NCD issued to Life Insurance Corporation of India ("LIC") have been restructured during the year and are repayable between 12 to 39 structured quarterly instalments, bearing effective interest rates between 11.0% to 11.7% per annum.

(e) The bank facilities, up to a limit of approximately US$16,375,189,000 (2022: US$15,922,271,000), are guaranteed by the Company and certain subsidiaries.

(f) The Group has bank loans and other bank deposits amounting to approximately US$2,830,973,000 (2022: US$2,856,721,000), disclosed off-balance sheet as of 31 December 2023 as the Group has transferred substantially all the risks and rewards of the cash flows arising from the deposits and have also legally been released from the responsibility for the loans.

28. SHARE CAPITAL TREASURY SHARES

(a) Share capital

	Group		Company	
	Number of shares '000	US$'000	Number of shares '000	US$'000
Issued and fully paid				
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	**6,403,402**	**8,458,995**	**6,403,402**	**8,895,134**

The holders of ordinary shares, except for treasury shares, are entitled to receive dividends as and when declared by the Company. All ordinary shares, except for treasury shares, carry one vote per share without restrictions. The ordinary shares have no par value.

The Company has granted options to both directors and executives of the Group to subscribe for the Company's ordinary shares.

(b) Treasury shares

	Group and Company	
	Number of shares '000	US$'000
At 1 January 2022	(108,230)	(304,886)
Acquired during the financial year	(67,608)	(199,548)
Reissued pursuant to employee share option plans:		
– For cash on exercise of employee share options	14,910	33,667
– Transferred from employee share option reserve	–	6,039
– Transferred to general reserve on reissuance of treasury shares	–	(11,154)
	14,910	28,552
At 31 December 2022 and 1 January 2023	**(160,928)**	**(475,882)**
Reissued pursuant to employee share option plans:		
– For cash on exercise of employee share options	**260**	**768**
– Transferred from employee share option reserve	**–**	**115**
– Transferred to general reserve on reissuance of treasury shares	**–**	**(373)**
	260	**510**
At 31 December 2023	**(160,668)**	**(475,372)**

Treasury shares relate to ordinary shares of the Company that are held by the Company.

No shares (2022: 67,608,000) were acquired during the financial year.

Options for a total of 260,000 ordinary shares (2022: 14,910,000) were exercised during the financial year pursuant to Wilmar ESOS 2009 and Wilmar ESOS 2019.

29. OTHER RESERVES

(a) Composition

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Capital reserve	**145,383**	145,383	**145,379**	145,379
Merger reserve	**(1,929,314)**	(1,929,314)	**–**	–
Foreign currency translation reserve	**(1,145,959)**	(636,795)	**–**	–
General reserve	**859,848**	805,426	**43,413**	43,040
Equity transaction reserve	**323,892**	388,461	**–**	–
Hedging reserve	**3,850**	26,763	**–**	–
Employee share option reserve	**67,430**	40,603	**38,383**	29,162
Fair value reserve	**(19,180)**	(20,850)	**–**	–
Asset revaluation reserve	**7,287**	7,287	**–**	–
Cost of hedging reserve	**(39,914)**	(69,152)	**–**	–
Total other reserves	**(1,726,677)**	(1,242,188)	**227,175**	217,581

(b) Movements

(i) Capital reserve

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
At 1 January and 31 December	**145,383**	145,383	**145,379**	145,379

Capital reserve includes both ordinary shares granted to employees and the equity component of convertible bonds.

Capital reserve arising from granting of ordinary shares to employees represents the difference between the market price and the settlement price on ordinary shares which were transferred from Wilmar Holdings Pte Ltd ("WHPL"), former holding company of the Company, to employees of Wilmar group of companies as a reward for their service with the Group.

Equity component of convertible bonds represents the residual amount included in shareholders' equity in capital reserve.

(ii) Merger reserve

	Group	
	2023	2022
	US$'000	US$'000
At 1 January and 31 December	**(1,929,314)**	(1,929,314)

Merger reserve represents the difference between the consideration paid and the share capital of the subsidiaries under the acquisition of all WHPL interests in its subsidiaries and associated companies, save for its interests in the Company, and shares owned by Archer Daniels Midland Asia-Pacific Limited ("ADM") and/or its affiliated companies ("ADM Group") in companies where ADM Group holds shares with WHPL, together with non-controlling interests held by WHPL in certain subsidiaries of the Company ("IPT Assets"). The above transaction was accounted for using the pooling-of-interest method in 2007.

29. OTHER RESERVES (CONTINUED)

(b) Movements (continued)

(iii) Foreign currency translation reserve

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**(636,795)**	733,637
Currency translation differences of foreign operations	**(509,564)**	(1,370,722)
Disposal/liquidation of subsidiaries	**400**	290
At 31 December	**(1,145,959)**	(636,795)

(iv) General reserve

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
At 1 January	**805,426**	646,199	**43,040**	31,886
Transferred from retained earnings	**59,802**	145,157	**–**	–
Disposal of subsidiaries	**–**	(422)	**–**	–
Gain on reissuance of treasury shares	**373**	11,154	**373**	11,154
(Loss)/gain on remeasurements of defined benefit plan	**(5,753)**	3,338	**–**	–
At 31 December	**859,848**	805,426	**43,413**	43,040

(a) In accordance with the Group's China subsidiaries' Articles of Association, appropriations from profit after tax should be made to the Reserve Fund, Employee Bonus and Welfare Fund and the Enterprise Expansion Fund, after offsetting accumulated losses from prior years, and before profit distributions to the investors. The percentage to be appropriated to the Reserve Fund, Employee Bonus and Welfare Fund and the Enterprise Expansion Fund are determined by the Board of Directors of the China subsidiaries. For the other China subsidiaries, the entities are required to appropriate not less than 10% of the profit after tax to the statutory capital reserve, as long as the statutory capital reserve is below 50% of registered capital.

(b) In accordance with "The Law of Republic of Indonesia" No. 40/2007 concerning Limited Liability Companies, a company must allocate a portion of its net profits in each year as reserves. Allocation of net profit shall be made until the reserves have aggregated at least 20% of the issued capital and paid up capital.

(c) Gain or loss on remeasurements of defined benefit plan arises from remeasurements of defined benefit plan. Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognised immediately in other comprehensive income as general reserve in the period in which they arise. Remeasurements are recognised in retained earnings within equity and are not reclassified to consolidated income statement in subsequent periods.

29. OTHER RESERVES (CONTINUED)

(b) Movements (continued)

(v) Equity transaction reserve

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**388,461**	388,767
Liquidation of subsidiaries	**18**	–
Share of changes in equity transaction reserve of an associate	**–**	27
Acquisition of additional interest in subsidiaries	**(64,587)**	(429)
Dilution of interest in subsidiaries	**–**	96
At 31 December	**323,892**	388,461

(vi) Hedging reserve

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**26,763**	1,149
Fair value adjustment on cash flow hedges	**(26,110)**	(34,948)
Recognised in the consolidated income statement on derivatives contracts realised	**3,197**	60,562
At 31 December	**3,850**	26,763

Hedging reserve represents the cumulative fair value changes, net of tax, of the derivatives contracts designated as cash flow hedges.

(vii) Employee share option reserve

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
At 1 January	**40,603**	28,163	**29,162**	28,163
Grant of equity-settled share options	**26,942**	18,479	**9,336**	7,038
Reissuance of treasury shares pursuant to exercise of equity-settled share options	**(115)**	(6,039)	**(115)**	(6,039)
At 31 December	**67,430**	40,603	**38,383**	29,162

Employee share option reserve represents the equity-settled share options granted to employees (including directors) (Note 31). The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry or exercise of the share options.

29. OTHER RESERVES (CONTINUED)

(b) Movements (continued)

(viii) Fair value reserve

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**(20,850)**	29,822
Fair value adjustment on investment securities at FVOCI	**2,271**	(31,145)
Transferred to retained earnings	**(601)**	(19,527)
At 31 December	**(19,180)**	(20,850)

Fair value reserve represents the cumulative fair value changes, net of tax, of investment securities at FVOCI until they are disposed or impaired.

(ix) Asset revaluation reserve

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**7,287**	5,514
Surplus on revaluation of investment properties, net of tax	**–**	1,773
At 31 December	**7,287**	7,287

(x) Cost of hedging reserve

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**(69,152)**	(6,375)
Fair value adjustment on forward elements of forward contracts	**29,238**	(62,777)
At 31 December	**(39,914)**	(69,152)

30. PROVISION FOR EMPLOYEE GRATUITY

The estimated liabilities for employee gratuity based on the actuarial report have been determined using the following assumptions:

	Group	
	2023	2022
Discount rate	**6.75% per annum**	7.3% per annum
– Short term	**7% per annum**	4% per annum
– Long term	**7% per annum**	7% per annum
Retirement age	**57 years of age**	57 years of age
Mortality rate	**TMI 2019**	TMI 2019
Method	**Projected unit credit**	Projected unit credit

30. PROVISION FOR EMPLOYEE GRATUITY (CONTINUED)

The details of the employee gratuity expense recognised in the consolidated income statement are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Current service costs	**12,441**	10,504
Adjustment of new entrant employees/transfers	**123**	364
Interest costs	**6,603**	5,923
Past service costs	**707**	1,669
	19,874	18,460

The provision for employee gratuity recognised in the balance sheet represent the present value of the defined benefit obligation. The movement in provision for employee gratuity is as follows:

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**96,822**	98,369
Acquisition of subsidiaries	**2,497**	–
Provision made for the year	**19,874**	18,460
Payments during the year	**(8,734)**	(6,236)
Currency translation differences	**1,596**	(9,482)
Remeasurements of defined benefit plan during the year	**7,426**	(4,289)
At 31 December	**119,481**	96,822

31. EMPLOYEE BENEFITS

	Group	
	2023	2022
	US$'000	US$'000
Employee benefits expense (including directors):		
Salaries and bonuses	**1,739,817**	1,711,022
Defined contribution plans	**228,478**	223,509
Share-based payments	**30,106**	19,751
Other short-term benefits	**175,548**	175,955
Other long-term benefits	**20,078**	18,677
	2,194,027	2,148,914
Less: Amount capitalised as bearer plants	**(5,534)**	(5,673)
	2,188,493	2,143,241

31. EMPLOYEE BENEFITS (CONTINUED)

Share option schemes

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.

The Wilmar ESOS 2019 is administered by the RC. The members of the RC are Mr Lim Siong Guan (Chairman), Mr Soh Gim Teik and Dr Chong Yoke Sin, 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).

31. EMPLOYEE BENEFITS (CONTINUED)

Share option schemes (continued)

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

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 2023, the number of outstanding options that were not exercised under this option grant was 37,548,000. 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

2022 Grant

On 1 September 2022, the Company granted options to subscribe for a total of 42,455,000 ordinary shares of the Company at S$3.78 per share (at a 7% 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 2023, the number of outstanding options that were not exercised under this option grant was 41,560,000. 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

31. EMPLOYEE BENEFITS (CONTINUED)

Share option schemes (continued)

Date of grant	Opening balance	Options granted	Options lapsed/ expired	Options exercised	Closing balance	Exercise price	Exercise period
2023							
Wilmar ESOS 2019							
29.09.2020	**14,953,100**	**–**	**(219,400)**	**(260,400)**	**14,473,300**	**S$3.94**	**30.09.2022 to 29.09.2025**
29.09.2020	**11,604,500**	**–**	**(239,200)**	**–**	**11,365,300**	**S$3.94**	**30.09.2023 to 29.09.2025**
29.09.2020	**11,956,000**	**–**	**(246,600)**	**–**	**11,709,400**	**S$3.94**	**30.09.2024 to 29.09.2025**
	38,513,600	**–**	**(705,200)**	**(260,400)**	**37,548,000**		
01.09.2022	**17,025,100**	**–**	**(295,300)**	**–**	**16,729,800**	**S$3.78**	**02.09.2024 to 01.09.2027**
01.09.2022	**12,525,100**	**–**	**(295,300)**	**–**	**12,229,800**	**S$3.78**	**02.09.2025 to 01.09.2027**
01.09.2022	**12,904,800**	**–**	**(304,400)**	**–**	**12,600,400**	**S$3.78**	**02.09.2026 to 01.09.2027**
	42,455,000	**–**	**(895,000)**	**–**	**41,560,000**		
Grand Total	**80,968,600**	**–**	**(1,600,200)**	**(260,400)**	**79,108,000**		
2022							
Wilmar ESOS 2009							
08.09.2017	4,256,700	–	–	(4,256,700)	–	S$3.04	09.09.2019 to 08.09.2022
08.09.2017	2,990,400	–	–	(2,990,400)	–	S$3.04	09.09.2020 to 08.09.2022
08.09.2017	6,711,300	–	–	(6,711,300)	–	S$3.04	09.09.2021 to 08.09.2022
	13,958,400	–	–	(13,958,400)	–		
Wilmar ESOS 2019							
29.09.2020	16,000,200	–	(95,700)	(951,400)	14,953,100	S$3.94	30.09.2022 to 29.09.2025
29.09.2020	11,700,200	–	(95,700)	–	11,604,500	S$3.94	30.09.2023 to 29.09.2025
29.09.2020	12,054,600	–	(98,600)	–	11,956,000	S$3.94	30.09.2024 to 29.09.2025
	39,755,000	–	(290,000)	(951,400)	38,513,600		
01.09.2022	–	17,025,100	–	–	17,025,100	S$3.78	02.09.2024 to 01.09.2027
01.09.2022	–	12,525,100	–	–	12,525,100	S$3.78	02.09.2025 to 01.09.2027
01.09.2022	–	12,904,800	–	–	12,904,800	S$3.78	02.09.2026 to 01.09.2027
	–	42,455,000	–	–	42,455,000		
Grand Total	53,713,400	42,455,000	(290,000)	(14,909,800)	80,968,600		

No options (2022: 42,455,000 ordinary shares) were granted during the financial year ended 31 December 2023.

Options for a total of 260,400 ordinary shares (2022: 14,909,800 ordinary shares) were exercised by option holders during the financial year under review pursuant to Wilmar ESOS 2019 (2022: Wilmar ESOS 2009 and Wilmar ESOS 2019).

The weighted average share price at the date of exercise of the options during the financial year was S$4.13 (2022: S$4.33).

The range of exercise prices for options outstanding at the end of the financial year were from S$3.78 to S$3.94 (2022: S$3.78 to S$3.94). The weighted average contractual life for these options was 2.8 years (2022: 3.8 years).

31. EMPLOYEE BENEFITS (CONTINUED)

Share option schemes (continued)

The fair values of the options are estimated at the respective grant dates using trinomial option pricing in the Bloomberg Option Valuation Module, taking into account the terms and conditions upon which the options were granted. The inputs to the models used are as follows:

Grant year	2023	2022
Dividend (S$ per share)	**No issuance**	0.18
Expected volatility	**No issuance**	0.20
Risk-free interest rate (% p.a.)	**No issuance**	3.49
Expected life of option (years)	**No issuance**	5.00
Weighted average share price at date of grant (S$)	**No issuance**	3.84

SHARE OPTION SCHEME (SUBSIDIARY)

Yihai Kerry Arawana Holdings Co., Ltd

2022 Restricted Share Incentive Plan

On 13 June 2022, Yihai Kerry Arawana Holdings Co., Ltd ("YKA"), an indirect 89.99%-owned subsidiary of the Company which is listed on the Shenzhen Stock Exchange ChiNext Board, implemented the 2022 Restricted Share Incentive Plan ("RSIP").

Under the terms of the RSIP, YKA granted options in 2022 to subscribe for a total of 29,733,000 ordinary A-shares at RMB 36.72 per share (at a 20% discount to RMB 45.90 being the weighted average share price for a period of five consecutive market days immediately prior to the date of grant of options) to some employees and directors. As at 31 December 2023, the number of outstanding options not exercised under this option grant was 28,705,000.

Details and terms of the YKA RSIP have been disclosed in YKA's Shenzhen Stock Exchange ChiNext announcement dated 13 June 2022 and will be disclosed in YKA's Annual Report.

The fair values of the options are estimated at the respective grant dates using Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The inputs to the models used are as follows:

Grant year	2023	2022
Expected volatility	**No issuance**	0.22
Risk-free interest rate (% p.a.)	**No issuance**	2.53
Expected life of option (years)	**No issuance**	5.00
Weighted average share price at date of grant (RMB)	**No issuance**	46.28

32. LEASES

COMMITMENTS AND CONTINGENCIES

The Group has entered into commercial leases on certain premises and equipment. The Group also has certain leases with lease terms of 12 months or less and leases with low value, which the Group applied the recognition exemptions for these leases.

Lease liabilities

	Group	
	2023	2022
	US$'000	US$'000
At 1 January	**229,715**	264,494
Currency translation differences	**(463)**	(13,709)
Acquisition of subsidiaries	**3**	3,763
Additions	**85,161**	55,464
Accretion of interest	**11,033**	10,319
Payments	**(81,742)**	(79,628)
Disposals	**(1,513)**	(10,988)
At 31 December	**242,194**	229,715
Lease liabilities - current	**67,301**	60,667
Lease liabilities - non-current	**174,893**	169,048
	242,194	229,715

Amounts recognised in consolidated income statement

	Group	
	2023	2022
	US$'000	US$'000
Depreciation of right-of-use assets	**114,784**	109,635
Interest expense on lease liabilities	**11,033**	10,319
Expense relating to short-term leases	**141,174**	143,402
Expense relating to leases of low-value assets	**1,041**	1,387
Total amounts recognised in consolidated income statement	**268,032**	264,743

32. LEASES

COMMITMENTS AND CONTINGENCIES (CONTINUED)

Commitments and contingencies

(a) Capital commitments

Capital expenditure contracted for as at the balance sheet date but not recognised in the financial statements are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Capital commitments in respect of property, plant and equipment	**1,427,998**	2,136,461

(b) Commitments for sales and purchases contracts

The Group has the following committed sales and purchases contracts that are entered into for the use of the Group. The contractual or underlying principal amounts of the committed contracts with fixed pricing terms that were outstanding as at 31 December are as follows:

	Group	
	2023	2022
	US$'000	US$'000
Committed contracts		
Purchases	**6,778,954**	6,821,789
Sales	**8,340,839**	9,069,026

(c) Corporate guarantees

The following are the corporate guarantees for the credit facilities extended by banks to:

	Group		Company	
	2023	2022	**2023**	2022
	US$'000	US$'000	**US$'000**	US$'000
Subsidiaries	**–**	–	**15,218,143**	13,994,877
Joint ventures	**8,371**	8,371	**8,371**	8,371
Associates	**182,990**	268,467	**182,990**	268,467
	191,361	276,838	**15,409,504**	14,271,715

33. RELATED PARTY DISCLOSURES

(a) Sale and purchase of goods and services

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place on terms agreed between the parties during the financial year:

	Group	
	2023	2022
	US$'000	US$'000
Related parties		
Dividend income	**17,300**	8,897
Dividend paid	**843**	1,365
Freight charges	**52,252**	136,317
Interest expense	**76**	38
Interest income	**1,488**	2,741
Other income	**2,463**	4,031
Other expense	**3,396**	5,625
Purchase of goods	**1,198,946**	1,216,005
Sale of goods	**578,884**	692,882
Ship charter income	**7,911**	11,392
Joint ventures		
Dividend income	**217**	22,423
Freight charges	**4,895**	4,393
Interest expense	**1,795**	897
Interest income	**5,947**	2,364
Other income	**20,055**	18,240
Other expense	**14,174**	16,810
Purchase of goods	**849,115**	1,006,828
Sale of goods	**571,467**	636,365
Ship charter income	**11,031**	16,502
Associates		
Dividend income	**125,089**	71,259
Freight charges	**56**	1,314
Interest expense	**583**	324
Interest income	**2,529**	5,762
Other income	**23,540**	24,778
Other expense	**31,453**	25,395
Purchase of goods	**1,097,952**	1,530,595
Sale of goods	**2,260,506**	2,953,468
Ship charter income	**34,055**	65,644

33. RELATED PARTY DISCLOSURES (CONTINUED)

(b) Compensation of key management personnel

	Group	
	2023	2022
	US$'000	US$'000
Defined contribution plans	**157**	154
Salaries and bonuses	**43,184**	38,368
Short-term employee benefits (including grant of share options)	**3,590**	2,882
	46,931	41,404
Comprise amounts paid to:		
Directors of the Company	**16,948**	16,184
Other key management personnel	**29,983**	25,220
	46,931	41,404

34. FAIR VALUE OF ASSETS AND LIABILITIES

(a) Fair value of assets and liabilities that are carried at fair value

The following table shows an analysis of assets and liabilities carried at fair value by level of fair value hierarchy:

	Group			
2023	**Quoted prices in active markets for identical instruments (Level 1) US$'000**	**Significant other observable inputs (Level 2) US$'000**	**Significant unobservable inputs (Level 3) US$'000**	**Total US$'000**
Assets measured at fair value				
Financial assets:				
Investment securities at FVOCI	**104,104**	**212,867**	**122,747**	**439,718**
Investment securities at FVPL	**280,485**	**–**	**–**	**280,485**
Derivatives:				
– Forward currency contracts, options and cross currency interest rate swaps	**–**	**162,117**	**–**	**162,117**
– Futures, options, swap contracts, and firm commitment contracts	**1,428,857**	**230,010**	**–**	**1,658,867**
At 31 December 2023	**1,813,446**	**604,994**	**122,747**	**2,541,187**
Non-financial assets:				
Biological assets	**–**	**–**	**45,458**	**45,458**
Investment properties	**–**	**–**	**248,304**	**248,304**
At 31 December 2023	**–**	**–**	**293,762**	**293,762**
Liabilities measured at fair value				
Financial liabilities:				
Derivatives:				
– Forward currency contracts, options and cross currency interest rate swaps	**–**	**152,774**	**–**	**152,774**
– Futures, options, swap contracts, and firm commitment contracts	**907,875**	**495,954**	**–**	**1,403,829**
At 31 December 2023	**907,875**	**648,728**	**–**	**1,556,603**

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(a) Fair value of assets and liabilities that are carried at fair value (continued)

	Group			
2022	**Quoted prices in active markets for identical instruments (Level 1) US$'000**	**Significant other observable inputs (Level 2) US$'000**	**Significant unobservable inputs (Level 3) US$'000**	**Total US$'000**
Assets measured at fair value				
Financial assets:				
Investment securities at FVOCI	23,620	209,737	68,642	301,999
Investment securities at FVPL	362,921	–	–	362,921
Derivatives:				
– Forward currency contracts, options and cross currency interest rate swaps	–	179,261	–	179,261
– Futures, options, swap contracts, and firm commitment contracts	222,897	199,991	–	422,888
At 31 December 2022	609,438	588,989	68,642	1,267,069
Non-financial assets:				
Biological assets	–	–	50,996	50,996
Investment properties	–	–	82,757	82,757
At 31 December 2022	–	–	133,753	133,753
Liabilities measured at fair value				
Financial liabilities:				
Derivatives:				
– Forward currency contracts, options and cross currency interest rate swaps	–	223,690	–	223,690
– Futures, options, swap contracts, and firm commitment contracts	378,469	140,768	–	519,237
At 31 December 2022	378,469	364,458	–	742,927

Fair value hierarchy

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date,

- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices), and

- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(a) Fair value of assets and liabilities that are carried at fair value (continued)

Methods and assumptions used to determine fair values

The methods and assumptions used by management to determine fair values of assets and liabilities other than those whose carrying amounts reasonably approximate their fair values, as mentioned in Note 34(b), are as follows:

Assets and liabilities	Methods and assumptions
• Quoted equity instruments	Other than the quoted equity instruments disclosed in Level 3, fair value is determined directly by reference to their published market bid price at the balance sheet date.
• Investment funds	The fair value is determined by reference to valuation provided by non-related fund managers using adjusted net asset value method.
• Unquoted equity instruments	The fair value is derived using valuation methods which includes earnings multiple approach and discounted cash flows.
• Forward currency contracts	Fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.
• Futures, options and swap contracts, and firm commitment contracts	Where available, quoted market prices are used as a measure of fair values for the outstanding contracts. Where the quoted market prices are not available, the fair values are based on management's best estimate and are arrived at by reference to the market prices of another contract that is substantially similar.
• Biological assets	Fair value of biological assets has been determined based on the market price and the estimated yield of FFB, net of maintenance and harvesting costs, overhead costs and estimated cost to sell. Please refer to Note 14(d) for more details.
• Investment properties	The fair value of investment property is based on current and estimated future rental income generated from comparable properties. Please refer to Note 13 for more details.

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(a) Fair value of assets and liabilities that are carried at fair value (continued)

Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable inputs (Level 3).

	Group			
	Investment securities US$'000	Biological assets US$'000	Investment properties US$'000	Total US$'000
At 1 January 2022	66,686	66,012	38,286	170,984
Total (loss)/gain recognised in the consolidated income statement:				
– Net loss arising from changes in fair value of biological assets	–	(14,157)	–	(14,157)
– Net gain arising from changes in fair value of investment properties	–	–	940	940
Additions	135	–	743	878
Transfer from property, plant and equipment and right-of-use assets	–	–	42,970	42,970
Transfer from level 2	7,926	–	–	7,926
Total (loss)/gain recognised in other comprehensive income:				
– Net (loss)/gain arising from changes in fair value	(2,471)	–	2,627	156
– Foreign currency translation	(3,634)	(859)	(2,809)	(7,302)
At 31 December 2022	68,642	50,996	82,757	202,395
At 1 January 2023	**68,642**	**50,996**	**82,757**	**202,395**
Total (loss)/gain recognised in the consolidated income statement:				
– Net loss arising from changes in fair value of biological assets	**–**	**(2,803)**	**–**	**(2,803)**
– Net gain arising from changes in fair value of investment properties	**–**	**–**	**50**	**50**
Additions	**65,002**	**–**	**600**	**65,602**
Disposals	**(7,458)**	**–**	**–**	**(7,458)**
Transfer from property, plant and equipment and right-of-use assets	**–**	**–**	**166,334**	**166,334**
Transfer to investment in associates	**(5,333)**	**–**	**–**	**(5,333)**
Total gain/(loss) recognised in other comprehensive income:				
– Net gain arising from changes in fair value	**1,825**	**–**	**–**	**1,825**
– Foreign currency translation	**69**	**(2,735)**	**(1,437)**	**(4,103)**
At 31 December 2023	**122,747**	**45,458**	**248,304**	**416,509**

There has been transfer of investment securities from Level 2 to Level 3 for the financial year ended 31 December 2022 as offer received to sell the securities has been withdrawn.

There has been no transfer from Level 1 and Level 2 to Level 3 for the financial year ended 31 December 2023.

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(a) Fair value of assets and liabilities that are carried at fair value (continued)

Impact of changes to key assumptions Level 3 fair value measurement of financial instruments

The following table shows the impact on Level 3 fair value measurement of financial instruments by using reasonably possible alternative assumptions:

	Group			
	2023 US$'000		2022 US$'000	
	Carrying amount	**Effect of reasonably possible alternative assumptions**	Carrying amount	Effect of reasonably possible alternative assumptions
Investment securities				
– Quoted equity instruments	**33,115**	**(i)**	32,998	(i)
– Unquoted equity instruments	**89,632**	**(ii)**	35,644	(ii)

(i) The fair value of the quoted equity instruments is estimated using a discounted cash flow model, which includes some assumptions that are not supported by observable market data, including future estimated dividend income.

(ii) The estimated fair value of unquoted equity instruments was determined based on valuation methods including the earnings multiple approach and discounted cash flow model.

(b) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

Trade receivables and payables, current other financial assets and liabilities, current and non-current loans and borrowings at floating rate, other bank deposits and cash and bank balances

The carrying amounts of these financial assets and liabilities are a reasonable approximation of fair value, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the balance sheet date.

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(c) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value

The fair value of financial assets and liabilities by classes that are not carried at fair value and whose carrying amounts are not a reasonable approximation of fair value are as follows:

	Group			
	2023 US$'000		2022 US$'000	
	Carrying amount	**Fair value**	Carrying amount	Fair value
Financial assets:				
Other financial assets	**126,514**	**#**	193,395	#
Financial liabilities:				
Other financial liabilities	**217,529**	**#**	229,055	#

	Company			
	2023 US$'000		2022 US$'000	
	Carrying amount	**Fair value**	Carrying amount	Fair value
Financial assets:				
Other financial assets	**102,992**	**#**	281,627	#
Financial liabilities:				
Other financial liabilities	**3,140,163**	**#**	2,125,000	#

Fair value information has not been disclosed for these financial instruments because fair value cannot be measured reliably.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's business whilst managing its credit, liquidity, interest rate, foreign currency, commodity price and market price risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance. The Group uses relevant financial instruments to hedge the risks of such commercial exposure. Such financial instruments are not held for trade or speculative purposes. These market risk management activities are governed by its risk management system. There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks for the financial years ended 31 December 2023 and 31 December 2022.

To ensure a sound system of internal controls, the Board has established a risk management framework for the Group. Wilmar's risk governance structure comprises three levels:

- The Risk Management Committee at the Board level;
- The Executive Risk Committee; and
- Risk management by the respective operating units.

The Board level Risk Management Committee is responsible for

- overseeing the Executive Risk Committee;
- reviewing the overall risk management guidelines/framework;
- reviewing and recommending risk limits; and
- assessing the adequacy and effectiveness of the risk management policies and systems.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

The Executive Risk Committee comprises Senior Executives and its responsibilities include, amongst others, the monitoring and improvement of the overall effectiveness of the risk management system and the review of positions and limits to manage overall risk exposure.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. For other financial assets (including investment securities, cash and deposits and derivatives), the Group minimises credit risk by dealing with high credit rating counterparties. For trade receivables, the Group adopts the policy of dealing with customers of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit rating counterparties.

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. Financial assets are written off when there is no reasonable expectation of recovery. Where financial assets are written off, the Group continues to engage enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in the consolidated income statement.

Exposure to credit risk

At the balance sheet date, the Group's maximum exposure to credit risk is represented by the carrying amount of each class of assets recognised in the balance sheets, including derivatives with positive fair values.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and segment profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables (net of allowance for expected credit losses) at the balance sheet date is as follows:

	Group			
	2023		2022	
	US$'000	**%**	US$'000	%
By country:				
People's Republic of China	**2,024,738**	**32**	2,035,184	31
South East Asia	**1,479,964**	**23**	1,540,850	23
Europe	**341,935**	**5**	448,469	7
Africa	**402,284**	**6**	527,701	8
Australia/New Zealand	**366,281**	**6**	330,542	5
India	**108,094**	**2**	177,383	3
Others	**1,661,194**	**26**	1,488,883	23
	6,384,490	**100**	6,549,012	100

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Credit risk (continued)

	Group			
	2023		2022	
	US$'000	**%**	US$'000	%
By segment:				
Food Products	**2,052,095**	**32**	2,007,127	31
Feed and Industrial Products	**4,026,393**	**63**	4,067,776	62
Plantation and Sugar Milling	**246,986**	**4**	414,680	6
Others	**59,016**	**1**	59,429	1
	6,384,490	**100**	6,549,012	100

Financial assets that are neither past due nor impaired

Trade receivables and other financial assets that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and cash equivalents, investment securities at FVOCI/FVPL and derivatives that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are impaired

Information regarding financial assets that are impaired is disclosed in Note 23.

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group maintains sufficient liquidity by closely monitoring its cash flow. Due to the dynamic nature of its underlying business, the Group adopts prudent liquidity risk management policies in maintaining sufficient credit facilities, including the use of trade finance for the Group's raw material purchases. The Group also aims at maintaining flexibility in funding by keeping credit facilities available with different banks.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the balance sheet date based on contractual undiscounted amounts.

	2023 US$'000				2022 US$'000			
	Less than 1 year	**1 to 5 years**	**Over 5 years**	**Total**	Less than 1 year	1 to 5 years	Over 5 years	Total
Group								
Financial assets:								
Investment securities at FVOCI	**–**	**439,718**	**–**	**439,718**	–	301,999	–	301,999
Investment securities at FVPL	**280,485**	**–**	**–**	**280,485**	362,921	–	–	362,921
Trade receivables and other financial assets	**11,091,119**	**128,885**	**–**	**11,220,004**	11,253,460	196,738	–	11,450,198
Derivative financial instruments	**1,758,718**	**62,266**	**–**	**1,820,984**	574,562	27,587	–	602,149
Total cash and bank balances	**8,210,168**	**1,124,350**	**–**	**9,334,518**	5,771,180	2,507,091	–	8,278,271
Total undiscounted financial assets	**21,340,490**	**1,755,219**	**–**	**23,095,709**	17,962,123	3,033,415	–	20,995,538

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Liquidity risk (continued)

	2023 US$'000				2022 US$'000			
	Less than 1 year	**1 to 5 years**	**Over 5 years**	**Total**	Less than 1 year	1 to 5 years	Over 5 years	Total
Group								
Financial liabilities:								
Trade payables and other financial liabilities	**5,167,822**	**192,432**	**78,100**	**5,438,354**	4,776,481	191,343	96,645	5,064,469
Derivative financial instruments	**1,545,228**	**11,375**	**–**	**1,556,603**	718,229	24,698	–	742,927
Loans and borrowings	**22,420,130**	**9,802,370**	**85,671**	**32,308,171**	23,672,477	7,851,145	7,546	31,531,168
Total undiscounted financial liabilities	**29,133,180**	**10,006,177**	**163,771**	**39,303,128**	29,167,187	8,067,186	104,191	37,338,564
Total net undiscounted financial liabilities	**(7,792,690)**	**(8,250,958)**	**(163,771)**	**(16,207,419)**	(11,205,064)	(5,033,771)	(104,191)	(16,343,026)

	2023 US$'000				2022 US$'000			
	Less than 1 year	**1 to 5 years**	**Over 5 years**	**Total**	Less than 1 year	1 to 5 years	Over 5 years	Total
Company								
Financial assets:								
Other financial assets	**5,995,112**	**102,992**	**–**	**6,098,104**	5,779,102	281,628	–	6,060,730
Total cash and bank balances	**1,598**	**–**	**–**	**1,598**	1,448	–	–	1,448
Total undiscounted financial assets	**5,996,710**	**102,992**	**–**	**6,099,702**	5,780,550	281,628	–	6,062,178
Financial liabilities:								
Other financial liabilities	**5,674,408**	**3,449,842**	**–**	**9,124,250**	5,944,158	2,337,734	–	8,281,892
Derivative financial instruments	**32**	**–**	**–**	**32**	30	–	–	30
Loans and borrowings	**–**	**70,666**	**–**	**70,666**	–	75,919	–	75,919
Total undiscounted financial liabilities	**5,674,440**	**3,520,508**	**–**	**9,194,948**	5,944,188	2,413,653	–	8,357,841
Total net undiscounted financial assets/ (liabilities)	**322,270**	**(3,417,516)**	**–**	**(3,095,246)**	(163,638)	(2,132,025)	–	(2,295,663)

The table below shows the contractual expiry by maturity of the Group's and Company's contingent liabilities and commitments. The maximum amount of the financial guarantee contracts are allocated to the earliest period in which the guarantee could be called.

	2023 US$'000				2022 US$'000			
	Less than 1 year	**1 to 5 years**	**Over 5 years**	**Total**	Less than 1 year	1 to 5 years	Over 5 years	Total
Group								
Financial guarantees	**98,800**	**92,561**	**–**	**191,361**	198,800	78,038	–	276,838
Company								
Financial guarantees	**4,777,419**	**10,573,030**	**59,055**	**15,409,504**	6,213,042	7,858,673	200,000	14,271,715

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from their loans and borrowings, interest-bearing loans given to joint ventures, associates, related parties and non-controlling shareholders of subsidiaries and deposits with financial institutions.

At the balance sheet date, if the interest rates had been 50 (2022: 50) basis points lower/higher with all other variables including tax rate held constant, the Group's profit before tax will be higher/lower by approximately US$53,447,000 (2022: US$58,097,000), as a result of lower/higher interest expense on these net borrowings. As most of the Group's borrowings are short-term and trade related, any interest rate costs are typically priced into the respective trade transactions. Accordingly, the Group has minimum interest rate exposure risk.

(d) Foreign currency risk

The Group operates in several countries with dominant operations in Singapore, People's Republic of China, Indonesia, Malaysia, Australia, Europe, Ghana, Nigeria, Vietnam, India and others. Entities in the Group regularly transact in currencies other than their respective functional currencies ("foreign currencies") such as the United States Dollar (USD), Chinese Renminbi (RMB), Malaysian Ringgit (MYR), Indonesian Rupiah (IDR), Indian Rupee (INR) and Australian Dollar (AUD).

Currency risk arises when transactions are denominated in foreign currencies. The Group seeks to manage its foreign currency exposure by constructing natural hedges when it matches sales and purchases in any single currency or through financial instruments, such as foreign currency forward exchange contracts. To manage the currency risk, individual entities within the Group consult with Group Treasury to enter into currency forwards, either in their respective countries or with Group Treasury itself. Group Treasury in turn manages the overall currency exposure mainly through currency forwards.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including Malaysia, Indonesia, People's Republic of China, Australia, Europe, Ghana, Nigeria, Vietnam, India and others. The Group's net investments in these countries are not hedged as currency positions in these foreign currencies are considered to be long-term in nature.

Sensitivity analysis for foreign currency risk

A 5% (2022: 5%) strengthening of the United States dollar against the following currencies at the balance sheet date would have increased/(decreased) profit before tax and equity by the amounts shown below. The analysis assumes that all other variables, in particular interest rates, remain constant.

	Group			
	Profit before tax		**Equity (Hedging reserve including cost of hedging)**	
	2023 US$'000	2022 US$'000	**2023 US$'000**	2022 US$'000
Chinese Renminbi	**15,054**	23,348	**–**	–
Malaysian Ringgit	**(36,394)**	(11,425)	**12,065**	(17,155)
Indonesian Rupiah	**22,870**	38,333	**1,036**	(17,463)
Others	**(8,411)**	(23,625)	**(5,897)**	7,310

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(e) Commodity price risk

The prices of agricultural commodities are subject to wide fluctuations due to unpredictable factors such as weather, government policies, changes in global demand resulting from population growth and changes in standards of living, and global production of similar and competitive crops. During its ordinary course of business, the value of the Group's open sales and purchases commitments and inventory of raw material changes continuously in line with movements in the prices of the underlying commodities. To the extent that its open sales and purchases commitments do not match at the end of each business day, the Group is subjected to price fluctuations in the commodities market.

While the Group is exposed to fluctuations in agricultural commodities prices, its policy is to minimise its risks arising from such fluctuations by hedging its sales either through direct purchases of a similar commodity or through futures contracts on the commodity exchanges. The prices on the commodity exchanges are generally quoted up to twelve months forward.

In the course of hedging its sales either through direct purchases or through futures, options and swap contracts, the Group may also be exposed to the inherent risk associated with trading activities conducted by its personnel. The Group has in place a risk management system to manage such risk exposure.

At the balance sheet date, a 1% (2022: 1%) increase/decrease of the commodities price indices, with all other variables held constant, would have (decreased)/increased profit before tax and equity by the amounts as shown below:

	Group	
	2023	2022
	US$'000	US$'000
Effect of increase in commodities price indices on		
Profit before tax	**(21,051)**	(22,036)
Equity (hedging reserve)	**(3,699)**	(4,578)
Effect of decrease in commodities price indices on		
Profit before tax	**21,051**	22,036
Equity (hedging reserve)	**3,699**	4,578

(f) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than commodity price, interest or exchange rates). The Group is exposed to equity price risk arising from its investment in equity instruments. These instruments are classified as investment securities at FVPL or investment securities at FVOCI.

Sensitivity analysis for equity price risk

At the balance sheet date, if the market price had been 5% (2022: 5%) higher/lower with all other variables held constant, the Group's profit before tax would have been approximately US$14,025,000 (2022: US$18,146,000) higher/lower, arising as a result of higher/lower fair value gains of investment securities, and the Group's other reserves in equity would have been approximately US$21,986,000 (2022: US$15,100,000) higher/lower, arising as a result of an increase/decrease in the fair value of the investment securities.

36. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new ordinary shares. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2023 and 31 December 2022.

The Group monitors capital using net gearing ratio and adjusted net gearing ratio.

(a) Net gearing ratio

Net gearing ratio is net debt to equity, which equals net debt divided by total capital. The Group includes within net debt, loans and borrowings less total cash and bank balances and other deposits with financial institutions. Capital includes equity attributable to owners of the Company, i.e. shareholders' funds.

	Group	
	2023	2022
	US$'000	US$'000
Shareholders' funds	**20,172,838**	19,985,736
Loans and borrowings	**30,701,800**	30,429,001
Less: Cash and bank balances	**(9,234,557)**	(8,097,520)
Less: Other deposits with financial institutions - current	**(3,814,951)**	(3,584,932)
Net debt	**17,652,292**	18,746,549
Net gearing ratio (times)	**0.88**	0.94

(b) Adjusted net gearing ratio

Adjusted net gearing ratio is adjusted net debt to equity, which equals adjusted net debt divided by total capital. The Group includes within adjusted net debt, net debt less liquid working capital. Liquid working capital includes inventories (excluding consumables) and trade receivables, less current liabilities (excluding loans and borrowings). Capital includes equity attributable to owners of the Company, i.e. shareholders' funds.

	Group	
	2023	2022
	US$'000	US$'000
Shareholders' funds	**20,172,838**	19,985,736
Liquid working capital:		
Inventories (excluding consumables)	**11,203,716**	12,620,359
Trade receivables	**6,384,490**	6,549,012
Less: Current liabilities (excluding loans and borrowings)	**(7,414,166)**	(6,507,798)
Total liquid working capital	**10,174,040**	12,661,573
Adjusted net debt	**7,478,252**	6,084,976
Adjusted net gearing ratio (times)	**0.37**	0.30

37. SEGMENT INFORMATION

Reporting format

For management purposes, the Group is organised into reporting segments based on the types of products and services, and has four reportable operating segments as follows:

Food Products

This segment comprises the processing, branding and distribution of a wide range of edible food products including vegetable oils, sugar, flour, rice, noodles, specialty fats, snacks, bakery and dairy products, ready-to-eat meals and central kitchen products. These food products are sold in either consumer and medium packaging or in bulk.

Feed and Industrial Products

This segment comprises the processing, merchandising and distribution of products, which includes animal feeds, non-edible palm and lauric products, agricultural commodities, oleochemicals, gas oil and biodiesel.

Plantation and Sugar Milling

This segment comprises oil palm plantation and sugar milling activities, which includes the cultivation and milling of palm oil and sugarcane.

Others

This segment includes logistics and jetty port services and investment activities.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain aspects, is measured differently from operating profit or loss in the consolidated financial statements. Group income taxes are managed on a group basis and are not allocated to operating segments.

Allocation basis and transfer pricing

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly income tax, deferred tax assets and liabilities, tax recoverables, certain loans and borrowings, and share-based payments.

Inter-segment sales took place on terms agreed between the various business segments. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

37. SEGMENT INFORMATION (CONTINUED)

2023

	Food Products US$'000	Feed and Industrial Products US$'000	Plantation and Sugar Milling US$'000	Others US$'000	Eliminations US$'000	Per Consolidated Financial Statements US$'000
Revenue:						
Sales to external customers	27,744,759	37,449,644	1,772,722	188,137	–	67,155,262
Inter-segment	581,695	3,919,586	2,207,903	253,491	(6,962,675)	–
Total revenue	28,326,454	41,369,230	3,980,625	441,628	(6,962,675)	67,155,262
Results:						
Segment results	294,935	926,699	500,149	(55,223)	–	1,666,560
Share of results of joint ventures	25,033	80,371	(57)	393	–	105,740
Share of results of associates	153,962	10,373	36,886	12,839	–	214,060
Unallocated expenses						(30,106)
Profit before tax						1,956,254
Income tax expense						(298,080)
Profit for the year						1,658,174
Assets and Liabilities:						
Segment assets	22,505,950	24,344,313	6,052,362	10,773,245	(5,914,295)	57,761,575
Investment in joint ventures	194,097	287,986	2,245	9,849	–	494,177
Investment in associates	1,407,448	842,038	332,393	392,036	–	2,973,915
Unallocated assets						579,025
Total assets						61,808,692
Segment liabilities	15,847,387	15,216,303	1,668,422	11,511,335	(5,914,295)	38,329,152
Unallocated liabilities						727,723
Total liabilities						39,056,875
Other segment information:						
Additions to non-current assets	1,387,962	861,082	266,894	128,155	–	2,644,093
Depreciation, impairment and amortisation	484,794	474,248	199,090	61,357	–	1,219,489
Finance income	312,205	223,656	45,613	256,189	(334,506)	503,157
Finance costs	(585,983)	(633,346)	(132,930)	(267,430)	334,506	(1,285,183) #

\# Including non-operating finance costs amounting to approximately US$33,657,000 on bank borrowings for acquisition of Wilmar Sugar Australia Limited & its subsidiaries

37. SEGMENT INFORMATION (CONTINUED)

2022

	Food Products US$'000	Feed and Industrial Products US$'000	Plantation and Sugar Milling US$'000	Others US$'000	Eliminations US$'000	Per Consolidated Financial Statements US$'000
Revenue:						
Sales to external customers	30,643,103	40,291,729	2,312,989	151,155	–	73,398,976
Inter-segment	873,273	4,253,869	2,424,320	221,345	(7,772,807)	–
Total revenue	31,516,376	44,545,598	4,737,309	372,500	(7,772,807)	73,398,976
Results:						
Segment results	730,123	1,559,446	569,320	3,624	–	2,862,513
Share of results of joint ventures	11,068	39,957	(9)	916	–	51,932
Share of results of associates	53,347	73,133	79,629	15,755	–	221,864
Unallocated expenses						(19,751)
Profit before tax						3,116,558
Income tax expense						(547,213)
Profit for the year						2,569,345
Assets and Liabilities:						
Segment assets	21,822,652	22,497,012	7,382,014	10,860,026	(6,238,050)	56,323,654
Investment in joint ventures	166,264	198,416	804	4,517	–	370,001
Investment in associates	1,312,311	947,213	655,569	329,772	–	3,244,865
Unallocated assets						463,450
Total assets						60,401,970
Segment liabilities	15,250,932	13,499,669	3,007,932	11,129,578	(6,238,050)	36,650,061
Unallocated liabilities						1,151,341
Total liabilities						37,801,402
Other segment information:						
Additions to non-current assets	1,611,143	872,609	195,147	189,368	–	2,868,267
Depreciation, impairment and amortisation	420,049	448,355	232,924	52,086	–	1,153,414
Finance income	261,582	167,148	26,516	242,646	(274,156)	423,736
Finance costs	(388,604)	(532,648)	(50,843)	(189,355)	274,156	(887,294) #

Including non-operating finance costs amounting to approximately US$15,210,000 on bank borrowings for acquisition of Wilmar Sugar Australia Limited & its subsidiaries

37. SEGMENT INFORMATION (CONTINUED)

Notes: Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements

A Inter-segment revenues are eliminated on consolidation.

B The following item is deducted from segment results to arrive at "profit before tax" presented in the consolidated income statement:

	2023	2022
	US$'000	US$'000
Share-based payments (executive share options)	**(30,106)**	(19,751)

C Additions to non-current assets consist of additions to property, plant and equipment, right-of-use assets, intangible assets and bearer plants.

D The following items are added to segment assets to arrive at "total assets" reported in the balance sheet:

	2023	2022
	US$'000	US$'000
Deferred tax assets	**357,157**	284,921
Tax recoverables	**221,868**	178,529
	579,025	463,450

E The following items are added to segment liabilities to arrive at "total liabilities" reported in the balance sheet:

	2023	2022
	US$'000	US$'000
Deferred tax liabilities	**429,848**	387,682
Tax payables	**156,916**	255,861
Short/Medium Term Notes	**140,959**	507,798
	727,723	1,151,341

Geographical information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue		**Non-current assets**	
	2023	2022	**2023**	2022
	US$ million	US$ million	**US$ million**	US$ million
People's Republic of China	**34,983**	37,602	**12,839**	13,427
South East Asia	**13,074**	14,210	**8,279**	8,269
India	**1,924**	2,119	**1,180**	1,145
Europe	**2,362**	2,924	**625**	363
Australia/New Zealand	**2,761**	2,749	**2,086**	2,067
Africa	**4,569**	5,543	**972**	1,342
Others	**7,482**	8,252	**595**	542
	67,155	73,399	**26,576**	27,155

Non-current assets information presented above consists of property, plant and equipment, right-of-use assets, investment properties, investment in joint ventures and associates, plasma investments, bearer plants, intangible assets, other financial assets, other non-financial assets and other bank deposits as presented in the balance sheet.

38. DIVIDENDS

	Group and Company	
	2023	2022
	US$'000	US$'000
Declared and paid during the financial year:		
Dividends on ordinary shares:		
– Final tax-exempt (one-tier) dividend for 2022: S$0.11 (2021: S$0.105) per share	**514,091**	482,426
– Interim tax-exempt (one-tier) dividend for 2023: S$0.060 (2022: S$0.060) per share	**280,885**	273,009
	794,976	755,435
Proposed but not recognised as a liability as at 31 December:		
Dividends on ordinary shares, subject to shareholders' approval at the AGM:		
– Final tax-exempt (one-tier) dividend for 2023: S$0.11 (2022: S$0.11) per share	**512,654**	521,240

39. SUBSIDIARIES OF THE GROUP

The following is the list of the significant subsidiaries of the Group.

Name of subsidiaries	Place of incorporation	Principal activities	Proportion of ownership interest	
			2023	2022
			%	%
Calofic Corporation [3]	Vietnam	Manufacture and sale of vegetable oils and related products	**100**	76
PGEO Group Sdn Bhd [2] & its subsidiaries	Malaysia	Investment holding, processing, manufacturing and sale of edible oils, specialty fats, oleochemicals and related products, and manufacturing and trading of fertilisers and vegetarian food	**100**	100
Wilmar Plantations Sdn. Bhd. [2] & its subsidiaries	Malaysia	Investment holding and provision of agricultural and technical advisory services, oil palm cultivation, and operation of palm oil mills	**100**	100
PT Sentratama Niaga Indonesia [2] & its subsidiaries	Indonesia	Management consulting company, investment company, processing, manufacturing and selling of edible oils and its related products and other consumer goods, oil palm cultivation and palm oil milling, manufacturing and selling of fertilisers, industrial estate, manufacturing and selling of biofuel and/or gasoline and related products, rice milling and trading in rice products, warehousing and e-commerce, rice bran oil industry, rice, flour industry, plastic packaging industry, sugar industry and trading	**100**	100

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39. SUBSIDIARIES OF THE GROUP (CONTINUED)

The following is the list of the significant subsidiaries of the Group.

Name of subsidiaries	Place of incorporation	Principal activities	Proportion of ownership interest 2023 %	Proportion of ownership interest 2022 %
Shree Renuka Sugars Limited [(2)] & its subsidiaries	India	Refining of raw sugar, production of sugar and ethanol derived from sugarcane, sale, distribution, trading and/or branding of sugar and ethanol and generation, distribution, sale and trading of electricity/power, design, undertaking and erecting turnkey projects	**62 +**	62 +
Wilmar Africa Limited [(3)] & its subsidiary	Ghana	General trading of all kinds of goods and related trade activities, agriculture and plantation, fertiliser manufacturers, agro processing, refinery, specialty fats and oleochemicals, grains and pulses productions, warehousing and distribution	**72 +**	72 +
Wilmar Sugar Australia Limited [(2)] & its subsidiaries	Australia	Investment holding, manufacturing and merchandising of raw and refined sugar products, molasses, co-generated electricity, ethanol and its by-products and distribution of oleochemicals and a range of other traded products	**100**	100
Wii Pte. Ltd. [(1)] & its subsidiaries	Singapore	Investment holding, finance and treasury centre	**100**	100
Yihai Kerry Arawana Holdings Co., Ltd [(2)] & its subsidiaries	People's Republic of China	Investment holding, processing, and merchandising of oilseeds, edible oils and grains	**90 +**	90 +
Wilmar Europe Holdings B.V. [(4)] & its subsidiaries	The Netherlands	Investment holding, manufacturing, trading, marketing and distribution of edible oils, oleochemicals and biodiesel	**100**	100
Wilmar Ship Holdings Pte. Ltd. [(3)] & its subsidiaries	Singapore	Investment holding, ship-owning, ship chartering, ship brokering and ship management	**100**	100
Wilmar Trading Pte Ltd [(1)]	Singapore	International trading in edible oils and commodities	**100**	100

39. SUBSIDIARIES OF THE GROUP (CONTINUED)

The following is the list of the significant subsidiaries of the Group.

Name of subsidiaries	Place of incorporation	Principal activities	Proportion of ownership interest	
			2023	2022
			%	%
Wilmar GF Singapore Holdings Pte. Ltd. [1] & its subsidiaries	Singapore	Investment holding, manufacturing, marketing and distribution of food ingredients and consumer branded food, beverage and related products and intellectual property holding and management	**100**	100
Wilmar Sugar Pte. Ltd. [1] & its subsidiaries	Singapore	Investment holding, merchandising, importing, exporting, warehousing, distributing and selling of sugar products, and trading of agricultural commodities	**84** +	83 +

(1) Audited by Ernst & Young LLP, Singapore
(2) Audited by member firms of Ernst & Young Global in the respective countries
(3) Audited by other auditors
(4) Not audited as it is not required under local requirements
\+ Rounded to the nearest whole %

40. JOINT VENTURES AND ASSOCIATES OF THE GROUP

The following is the list of the significant joint ventures of the Group.

Name of joint ventures	Place of incorporation	Principal activities	Proportion of ownership interest	
			2023	2022
			%	%
Global Amines Company Pte. Ltd. [1] & its subsidiaries	Singapore	Investment holding and production and sale of fatty amines and selected amines derivatives	**50**	50
Olenex Holdings B.V. [2] & its subsidiaries	The Netherlands	Investment holding and manufacturing, marketing and distribution of edible oils	**63** +	63 +
Vietnam Agribusiness Holdings Pte. Ltd. [3] & its subsidiary	Singapore	Trading, selling, distributing, marketing, processing and investing in agribusiness activities and related products	**50**	50

(1) Audited by Ernst & Young LLP, Singapore
(2) Audited by member firms of Ernst & Young Global in the respective countries
(3) Audited by other auditors
\+ Rounded to the nearest whole %

40. JOINT VENTURES AND ASSOCIATES OF THE GROUP (CONTINUED)

The following is the list of the significant associates of the Group.

Name of associates	Place of incorporation	Principal activities	Proportion of ownership interest 2023 %	2022 %
Adani Wilmar Limited [(1)] [(2)] & its subsidiaries	India	Manufacturing, refining, processing and trading of edible oils, non-edible oils and various agro based products such as rice, pulses, besan, nuggets, wheat flour and sugar	**44 +**	44 +
Bidco Uganda Limited [(2)] & its subsidiaries	Uganda	Manufacture and sale of edible vegetable oils, fats, soaps, ghee and related products and oil palm cultivation	**48**	48
Changshu Luhua Edible Oil Co., Ltd [(2)]	People's Republic of China	Edible oils packaging	**30 +**	30 +
COFCO East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd [(2)] & its subsidiaries	People's Republic of China	Oilseeds crushing, edible oils refining, fractionation and packaging, flour and rice milling, specialty fats processing and warehousing	**44**	44
FFM Berhad [(1)] & its subsidiaries	Malaysia	Investment holding, flour milling, animal feed manufacturing, grains trading and trading in rice products	**20**	20
Laiyang Luhua Fragrant Peanut Oil Co., Ltd [(2)]	People's Republic of China	Edible oils packaging	**25 +**	25 +
Perennial Group Private Limited [(2)] & its subsidiaries	Singapore	Investment holding, real estate investment and development, asset and property management services, healthcare services and hospitality services	**19 +**	20 +
Shandong Luhua Fragrant Peanut Oil Co., Ltd [(2)]	People's Republic of China	Peanut crushing and edible oils packaging	**25 +**	25 +

40. JOINT VENTURES AND ASSOCIATES OF THE GROUP (CONTINUED)

The following is the list of the significant associates of the Group.

Name of associates	Place of incorporation	Principal activities	Proportion of ownership interest 2023 %	2022 %
Sifca SA [1] [2] & its subsidiaries	Ivory Coast	Investment holding, processing and cultivation of palm oil, sugarcane and natural rubber	**27** +	27 +
Xiang Yang Luhua Fragrant Peanut Oil Co., Ltd [2]	People's Republic of China	Peanut crushing and edible oils packaging	**30** +	30 +
Zhoukou Luhua Fragrant Peanut Oil Co., Ltd [2]	People's Republic of China	Edible oils packaging	**44** +	44 +

(1) Audited by member firms of Ernst & Young Global in the respective countries
(2) Audited by other auditors
\+ Rounded to the nearest whole %

41. COMPARATIVE FIGURES

Certain financial information and disclosures relating to freight costs have been reclassified to cost of sales. Accordingly, the comparative figures have been restated and reclassified to conform with current year's presentation as below:

	Group	
	Previously reported US$'000	As restated US$'000
Consolidated income statement		
Cost of sales	(65,922,885)	(66,852,672)
Selling and distribution expenses	(3,293,045)	(2,363,258)

42. CONTINGENT LIABILTIIES

A In January 2024, Yihai (Guangzhou) Oils & Grains Industries Co., Ltd. ("Guangzhou Yihai"), a subsidiary of the Group in China, received a criminal indictment from the People's Procuratorate of Huaibei City alleging that:

(1) Guangzhou Yihai and its former general manager colluded with third parties to commit contract fraud; and

(2) the former general manager illegally accepted bribes from a third party from 2008 to 2014 (the "Case").

The Group had considered the opinions of its external legal counsel and believes that the allegation against Guangzhou Yihai is not justified. As at the date of the financial statements, the court proceedings in respect of the Case are ongoing and management has determined that they cannot reasonably predict the eventual outcome of the Case. Accordingly, no provision has been recognised as at year end.

B The Group operates in various jurisdictions where there could arise inquiries or inspections by authorities on the Group's activities, including compliance with regulations governing import and export of products. The Group is of the view that it is in compliance with the laws and regulations of those jurisdictions.

43. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the financial year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors on 12 March 2024.

STATISTICS OF SHAREHOLDINGS

AS AT 29 FEBRUARY 2024

SHARE CAPITAL

Issued and Paid-Up Capital	:	S$8,259,123,645.08
Number of Shares (Including Treasury Shares)	:	6,403,401,106
Number and Percentage of Treasury Shares	:	160,668,100 (2.57%*)
Number of Shares (Excluding Treasury Shares)	:	6,242,733,006
Number and Percentage of Subsidiary Holdings#	:	0
Class of Shares	:	Ordinary Shares ("Shares")
Voting Rights	:	One vote per Share. The Company cannot exercise any voting rights in respect of Shares held by it as Treasury Shares.

DISTRIBUTION OF SHAREHOLDINGS

Range of Shareholdings	Number of Shareholders	%	Number of Shares (Excluding Treasury Shares)	%*
1 to 99	62	0.23	1,208	0.00
100 to 1,000	5,714	20.84	4,521,123	0.07
1,001 to 10,000	16,905	61.65	73,255,587	1.17
10,001 to 1,000,000	4,681	17.07	200,177,664	3.21
1,000,001 and above	57	0.21	5,964,777,424	95.55
Total	**27,419**	**100.00**	**6,242,733,006**	**100.00**

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

Name of Substantial Shareholders	Direct Interest	Deemed Interest	Total Interest	%*
Kuok Khoon Hong	2,995,000	849,731,335(1)	852,726,335	13.66
Longhlin Asia Limited	181,509,921	369,849,331(2)	551,359,252	8.83
Archer Daniels Midland Company	–	1,404,173,054(3)	1,404,173,054	22.49
Archer Daniels Midland Asia-Pacific Limited	–	1,404,173,054(4)	1,404,173,054	22.49
ADM Ag Holding Limited	1,404,173,054	–	1,404,173,054	22.49
Kuok Brothers Sdn Berhad	230,000	1,183,151,955(5)	1,183,381,955	18.96
PPB Group Berhad	1,172,614,755	–	1,172,614,755	18.78
Kerry Group Limited	–	692,300,266(6)	692,300,266	11.09
Kerry Holdings Limited	–	332,570,991(7)	332,570,991	5.33

Notes:

(1) Mr Kuok Khoon Hong is deemed to be interested in 1,000,000 Shares held by his spouse, 197,343,201 Shares held by Hong Lee Holdings (Pte) Ltd ("Hong Lee"), 228,461,271 Shares held by HPR Investments Limited, 41,530,223 Shares held by HPRY Holdings Limited, 354,016,051 Shares held by Longhlin Asia Limited ("Longhlin"), 6,650,932 Shares held by KHS (Hong Kong) Limited, 8,316,157 Shares held by Jaygar Holdings Limited, 144,000 Shares held by Kuok Hock Swee & Sons Sdn Bhd and 12,269,500 Shares held through trust accounts controlled by him.

(2) Longhlin is deemed to be interested in 172,506,130 Shares held in the names of nominee companies and 197,343,201 Shares held by Hong Lee.

(3) Archer Daniels Midland Company is deemed to be interested in 1,404,173,054 Shares held by ADM Ag Holding Limited ("ADM Ag").

(4) Archer Daniels Midland Asia-Pacific Limited is deemed to be interested in 1,404,173,054 Shares held by ADM Ag.

(5) Kuok Brothers Sdn Berhad is deemed to be interested in 1,172,614,755 Shares held by PPB Group Berhad, 100,000 Shares held by Min Tien & Co Sdn Bhd, 23,000 Shares held by Hoe Sen (Mersing) Sdn Bhd and 10,414,200 Shares held by Trendfield Inc.

(6) Kerry Group Limited is deemed to be interested in 23,678,425 Shares held by Ace Time Holdings Limited, 19,169,738 Shares held by Alpha Model Limited, 500,000 Shares held by Athena Equities Holding Limited ("Athena"), 34,296,744 Shares held by Bright Magic Investments Limited, 593,899 Shares held by Crystal White Limited, 31,335,900 Shares held by Dalex Investments Limited ("Dalex"), 260,749,078 Shares held by Harpole Resources Limited ("Harpole"), 6,225,658 Shares held by Kerry Asset Management Limited ("KAM"), 21,604,314 Shares held by Macromind Investments Limited, 203,555 Shares held by Marsser Limited, 33,760,355 Shares held by Natalon Company Limited ("Natalon") and 260,182,600 Shares held by Noblespirit Corporation.

(7) Kerry Holdings Limited is deemed to be interested in 500,000 Shares held by Athena, 31,335,900 Shares held by Dalex, 260,749,078 Shares held by Harpole, 6,225,658 Shares held by KAM and 33,760,355 Shares held by Natalon.

STATISTICS OF SHAREHOLDINGS

AS AT 29 FEBRUARY 2024

TWENTY LARGEST SHAREHOLDERS

(As shown in the Register of Members and Depository Register)

No.	Name of Shareholders	No. of Shares	%*
1	Raffles Nominees (Pte) Limited	1,699,339,068	27.22
2	PPB Group Berhad	1,172,614,755	18.78
3	Citibank Nominees Singapore Pte Ltd	643,827,006	10.31
4	DBSN Services Pte Ltd	323,089,143	5.18
5	Kuok (Singapore) Limited	256,951,112	4.12
6	Harpole Resources Limited	256,211,778	4.10
7	HSBC (Singapore) Nominees Pte Ltd	240,050,130	3.85
8	DBS Nominees Pte Ltd	236,554,473	3.79
9	Noblespirit Corporation	222,800,000	3.57
10	Longhlin Asia Limited	181,509,921	2.91
11	UOB Kay Hian Pte Ltd	146,143,053	2.34
12	Hong Lee Holdings (Pte) Ltd	115,369,971	1.85
13	United Overseas Bank Nominees Pte Ltd	66,464,843	1.06
14	BNP Paribas Nominees Singapore Pte Ltd	36,889,083	0.59
15	Natalon Company Limited	33,760,355	0.54
16	Kefkong Limited	32,400,000	0.52
17	Phillip Securities Pte Ltd	31,939,651	0.51
18	Dalex Investments Limited	31,335,900	0.50
19	OCBC Securities Private Ltd	30,623,920	0.49
20	Ace Time Holdings Ltd	22,500,000	0.36
	Total	**5,780,374,162**	**92.59**

SHAREHOLDING HELD BY THE PUBLIC

Based on the information available to the Company as at 29 February 2024, 28.60%* of the issued Shares of the Company is held by the public and therefore, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

* Based on 6,242,733,006 Shares (excluding Treasury Shares) as at 29 February 2024.
# "Subsidiary Holdings" has the meaning given to it in the Listing Manual of the SGX-ST.

NOTICE OF ANNUAL GENERAL MEETING

WILMAR INTERNATIONAL LIMITED (the "**Company**" or "**Wilmar**")
(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 **Friday, 19 April 2024** 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 2023. (Resolution 1)

2. To declare a final dividend of S$0.11 per ordinary share for the financial year ended 31 December 2023. (Resolution 2)

3. To approve the payment of Directors' fees of S$1,240,601 for the financial year ended 31 December 2023 (2022: S$1,248,000).

   (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) Mr Kuok Khoon Hong (Resolution 4)

   (b) Mr Pua Seck Guan (Resolution 5)

   (c) Ms Teo La-Mei (Resolution 6)

   Note: Mr Teo Siong Seng, a non-executive and independent Director, will also retire by rotation pursuant to Article 105 of the Constitution at the AGM. He has given notice to the Company that he is not seeking re-election at the AGM. His retirement from the Board will take effect upon conclusion of the AGM.

   Retiring at the first annual general meeting following appointment, under Article 106 of the Constitution

   (d) Dr Cheung Chi Yan, Louis (Resolution 7)

   (e) Ms Jessica Cheam (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

(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)

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 28 March 2024 (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)

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;

"**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 2 May 2024 for the purposes of determining shareholders' entitlements to the proposed final dividend of S$0.11 per ordinary share for the financial year ended 31 December 2023 (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 9 Raffles Place, Republic Plaza Tower I, #26-01 Singapore 048619, up to 5.00 p.m. on 30 April 2024 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 30 April 2024 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved by shareholders at the Company's AGM will be paid on 14 May 2024.

By Order of the Board

Teo La-Mei
Director and Company Secretary

Singapore
28 March 2024

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES:

1. **Directors' Fees** – The Ordinary Resolution 3 proposed in item no. 3 above is to approve the payment of Directors' fees of S$1,240,601 for the financial year ended 31 December 2023 (2022: S$1,248,000) for services rendered by non-executive Directors. The amount of proposed Directors' fees is based on the following fee structure:

   (a) base fee of S$90,000 per year for each non-executive Director;

   (b) Lead Independent Director fee of S$25,000; and

   (c) supplemental fees for serving on the following Board committees:

      (i) Audit Committee
      – as Chairman: S$45,000
      – as Member: S$25,000

      (ii) Risk Management Committee
      – as Chairman: S$40,000
      – as Member: S$20,000

      (iii) Remuneration Committee
      – as Chairman: S$25,000
      – as Member: S$12,000

      (iv) Nominating Committee
      – as Chairman: S$25,000
      – as Member: S$12,000

      (v) Board Sustainability Committee
      – as Chairman: S$30,000
      – as Member: S$20,000

   More information can be found in the "Corporate Governance" section of the Company's Annual Report 2023.

2. **Re-election of Directors** – 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, Mr Kuok Khoon Hong will, upon re-election, continue to serve as Chairman of the Board, the Executive Committee and the Share Purchase Committee, and as a member of the Board Sustainability Committee, the Nominating Committee and the Risk Management Committee, respectively. He is considered an executive and non-independent Director;

   (b) in relation to Ordinary Resolution 5, Mr Pua Seck Guan will, upon re-election, continue to serve as member of the Executive Committee and the Share Purchase Committee. He is considered an executive and non-independent Director;

   (c) in relation to Ordinary Resolution 6, Ms Teo La-Mei is considered an executive and non-independent Director;

   (d) in relation to Ordinary Resolution 7, Dr Cheung Chi Yan, Louis is considered a non-executive and independent Director; and

(e) in relation to Ordinary Resolution 8, Ms Jessica Cheam 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 2023 for information relating to the Directors proposed to be re-elected.

3. **Authority to issue and allot shares** – 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. Although SGX-ST Listing Rules permit a limit of up to 20%, Wilmar is voluntarily seeking a lower limit of 10% for the issue of shares on a non 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. **Authority to grant options and issue and allot shares under Wilmar ESOS 2019** – 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. Although SGX-ST Listing Rules permit a limit of up to 15%, Wilmar is voluntarily seeking a lower limit of 5%.

5. **IPT Mandate** – 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. **Share Purchase Mandate** – 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.

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT INFORMATION:

1. The AGM is being convened physically at Level 1, Auditorium, 28 Biopolis Road, Wilmar International, Singapore 138568 ("**Physical Meeting**") and by electronic means ("**Virtual Meeting**").

2. Printed copies of this Notice of AGM, Proxy Form and the annual report 2023 request form ("**Request Form**") will be sent to members. These documents will also be published on the Company's website at the URL https://ir-media.wilmar-international.com/shareholders-meetings/ and on SGXNet at the URL https://www.sgx.com/securities/company-announcements.

3. Pre-registration is mandatory to attend the Physical Meeting and/or the Virtual Meeting.

4. Shareholders of the Company ("**Shareholders**", including proxy(ies) where applicable) should take note of the following arrangements for the conduct of the AGM on 19 April 2024:

   (a) **Key Dates and Attendance**

   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.
28 Mar 2024 (Thu) 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/wilmar2024agm.	
5 Apr 2024 (Fri) 5.00 p.m.	Deadline for Shareholders*, proxy(ies), CPF and SRS investors to submit questions in advance of the AGM.	
8 Apr 2024 (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 to approach their respective CPF Agent Banks or SRS Operators to submit their votes.	
12 Apr 2024 (Fri)	The Company will publish on SGXNet and the Company's corporate website, its responses to the questions which were submitted by 5.00 p.m. on 5 April 2024.	

* 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.

NOTICE OF ANNUAL GENERAL MEETING

Key Dates	Virtual Meeting	Physical Meeting
16 Apr 2024 (Tue) 10.00 a.m.	Deadline for the submission of Proxy Form Deadline for pre-registration for attendees of Virtual Meeting All Shareholders to pre-register online at the URL https://conveneagm.sg/wilmar2024agm by 10.00 a.m. on 16 Apr 2024 for verification purposes. **Proxy(ies) are required to pre-register for attendance by this deadline as well.** 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/wilmar2024agm not less than seventy-two (72) hours before the time appointed for the holding of the AGM, failing which the appointment shall be invalid.	Deadline for the submission of Proxy Form Deadline for pre-registration for attendees of Physical Meeting All Shareholders to pre-register online at the URL https://conveneagm.sg/wilmar2024agm by 10.00 a.m. on 16 Apr 2024 for verification purposes. **Proxy(ies) are required to pre-register for attendance by this deadline as well.** Due to limited number of attendees at the AGM venue, the Company reserves the right to limit authenticated Shareholders for attendance at the AGM venue. 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/wilmar2024agm not less than seventy-two (72) hours before the time appointed for the holding of the AGM, failing which the appointment shall be invalid.
17 Apr 2024 (Wed)	Following verification, the Company will provide authenticated Shareholders and proxy(ies) with a confirmation email by 17 April 2024 ("**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. Shareholders or proxy(ies) who have registered by 10.00 a.m. on 16 April 2024 but have not received the Confirmation Email for Virtual Meeting by 17 April 2024, 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.	Authenticated Shareholders and proxy(ies) who are successful in the pre-registration to attend the Physical Meeting will receive a confirmation email by 17 April 2024 ("**Confirmation Email for Physical Meeting**") via the email address provided during pre-registration or as indicated in the Proxy Form. Registrants who are unsuccessful in the pre-registration to attend the Physical Meeting will receive a Confirmation Email for Virtual Meeting by 17 April 2024 to attend the Live Webcast of the AGM proceeding via the login credentials created during pre-registration or login with their Singpass account. Shareholders or proxy(ies) who have registered by 10.00 a.m. on 16 April 2024 but have not received the Confirmation Email for Physical Meeting or the Confirmation Email for Virtual Meeting, as the case may be, by 17 April 2024, please contact the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at +65 6236 3550 or +65 6236 3555 or email to: is.WilmarAGM@sg.tricorglobal.com.

Key Dates	Virtual Meeting	Physical Meeting
19 Apr 2024 (Fri) 10.00 a.m. **Date and time of AGM**	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.	Details as set out in the Confirmation Email for Physical Meeting.

(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 5.00 p.m. on 5 April 2024:

(a) if submitted electronically, be submitted via the Company's pre-registration website at the URL https://conveneagm.sg/wilmar2024agm;

(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 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619.

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 12 April 2024 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	Physical 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 questions in the text box.	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 questions in the 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.

(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 via the live voting feature in real time for each resolution to be tabled via the Live Webcast using the login credentials created during pre-registration or via their Singpass account. Shareholders and proxy(ies) attending the Physical Meeting will 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 8 April 2024) 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/wilmar2024agm;

(b) if submitted via email, be signed and submitted to the Company's Share Registrar at is.WilmarAGM@sg.tricorglobal.com; or

(c) if submitted by post, be signed and sent to the office of the Company's Share Registrar at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619,

in any case, by 10.00 a.m. on 16 April 2024, being **seventy-two (72) hours** before the time appointed for holding the AGM.

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

(i) The Company's Annual Report for the financial year ended 31 December 2023 and the Letter of Shareholders have been published on the Company's corporate website at the URL https://ir-media.wilmar-international.com/shareholders-meetings/ and on SGXNet at the URL https://www.sgx.com/securities/company-announcements.

(ii) A member who wishes to request for a printed copy of the Company's Annual Report 2023 and the Letter to Shareholders may do so by completing and returning the Request Form which is sent to him/her/it by post together with printed copies of this Notice and the accompanying proxy form, or otherwise made available on the Company's corporate website at the URL https://ir-media.wilmar-international.com/shareholders-meetings/ and SGXNet at the URL https://www.sgx.com/securities/company-announcements, by 11 April 2024.

(e) **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 train to the nearest MRT station at "One-North" along the Circle Line. If driving, Shareholders will need to find parking at nearby buildings in the vicinity.

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.

For security purposes, we would like to further inform you that by registering, you agree and authorise Wilmar International Limited to process, collect, use, disclose and store your personal data (including an image of you and your mobile number) for the following purposes:

(a) to conduct security checks and monitoring in relation to the Company's premises;

(b) to contact you for emergency purposes; and

(c) any other purpose relating to any of the above.

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

PROXY FORM

IMPORTANT
1. **Dissemination** – Printed copies of the Notice of AGM dated 28 March 2024 ("**Notice of AGM**") and this Proxy Form will be sent by post. These documents will also be published on the Company's website at the URL https://ir-media.wilmar-international.com/shareholders-meetings/ and on SGXNet.
2. **AGM** – The AGM (as defined below) is being convened physically at Level 1, Auditorium, 28 Biopolis Road, Wilmar International, Singapore 138568 and by way of electronic means. Arrangements relating to attendance at the AGM are set out in the Notice of AGM.
3. **Proxy** – **Please read the notes overleaf and the Notice of AGM which contain instructions on, inter alia, the appointment of a proxy to attend, speak and vote on his/her/its behalf at the AGM physically or by electronic means.** This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by Central Provident Fund ("**CPF**")/Supplementary Retirement Scheme ("**SRS**") investors. CPF and SRS investors:
   (a) may attend and cast his/her vote(s) at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
   (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 8 April 2024, being 7 working days before the date of the AGM.
4. A member who wishes to appoint a proxy(ies) (other than the Chairman of the Meeting) or representative(s) to attend the AGM on his/her/its behalf must, in addition to completing and submitting an instrument appointing a proxy(ies) and/or representative(s), ensure that his/her/its proxy(ies) or representative(s) pre-register at the URL https://conveneagm.sg/wilmar2024agm, by 10.00 a.m. on 16 April 2024.
5. **Personal Data** – By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.

I / We ____________________ (Name), NRIC/Passport No./Co. Regn. No.: ____________________

of ____ (Address)

being a member/members of Wilmar International Limited (the "**Company**"), hereby appoint:

Name	Address	Email Address	NRIC/ Passport No.	Proportion of Shareholding	
				No. of Shares	%

and/or (please delete as appropriate)

Name	Address	Email Address	NRIC/ Passport No.	Proportion of Shareholding	
				No. of Shares	%

or failing him/her/them, the Chairman of the Annual General Meeting of the Company on 19 April 2024 at 10.00 a.m. ("**AGM**") as my/our proxy(ies) to vote for me/us on my/our behalf at the AGM and at any adjournment thereof.

I/We direct my/our proxy(ies) to vote for or against, or abstain from voting on the Ordinary Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy(ies) may vote or abstain from voting at their discretion.

No.	Ordinary Resolutions	For*	Against*	Abstain*
	ORDINARY BUSINESS			
1	To receive and adopt the Directors' Statement, Audited Financial Statements and the Auditor's Report for the financial year ended 31 December 2023			
2	To declare a final dividend of S$0.11 per ordinary share			
3	To approve the payment of Directors' fees			
4	To re-elect Mr Kuok Khoon Hong as a Director			
5	To re-elect Mr Pua Seck Guan as a Director			
6	To re-elect Ms Teo La-Mei as a Director			
7	To re-elect Dr Cheung Chi Yan, Louis as a Director			
8	To re-elect Ms Jessica Cheam as a Director			
9	To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration			
	SPECIAL BUSINESS			
10	To authorise Directors to issue shares and to make or grant instruments convertible into shares pursuant to Section 161 of the Companies Act 1967 of Singapore			
11	To authorise Directors to offer and grant share options and to issue and allot shares pursuant to the Wilmar Executives Share Option Scheme 2019			
12	To approve the renewal of the Interested Person Transactions Mandate			
13	To approve the renewal of the Share Purchase Mandate			

* If you wish to use all your votes "For", "Against" or "Abstain", please indicate with an "X" within the box provided. Otherwise, please indicate number of votes "For", "Against" or "Abstain" for each resolution within the box provided. If you mark "X" in the "Abstain" box for a particular resolution, you are directing your proxy(ies) not to vote on that resolution.

Total Number of Shares Held (see Note 1)

Signature(s) or Common Seal of Member(s)　　**Date**

IMPORTANT – Please read notes overleaf

NOTES TO PROXY FORM:

1. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this Proxy Form will be deemed to relate to all the shares held by the member.
2. (a) A member (other than a Relevant Intermediary (as defined below)) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

   (b) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

   "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
3. A proxy need not be a member of the Company.
4. The Proxy Form must be submitted to the Company in the following manner:

   (a) if submitted electronically, be submitted via the Company's pre-registration website at the URL https://conveneagm.sg/wilmar2024agm;

   (b) if submitted via email, be signed and submitted to the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at is.WilmarAGM@sg.tricorglobal.com; or

   (c) if submitted by post, be signed and sent to the office of the Company's Share Registrar at Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 9 Raffles Place, Republic Plaza Tower 1, #26-01, Singapore 048619,

   by **10.00 a.m. on 16 April 2024**, being 72 hours before the time appointed for holding the AGM.
5. The Proxy Form must, if submitted by post or via email, be executed under the hand of the appointor or of his/her attorney duly authorised in writing or, if submitted electronically via the pre-registration website, be authorised by the appointor via the online proxy appointment process through the website. Where the Proxy Form is executed by a corporation, it must, if submitted by post or via email, be executed either under its common seal or under the hand of its attorney or a duly authorised officer or, if submitted electronically via the pre-registration website be authorised by the appointor via the online proxy appointment process through the website.
6. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof must (failing previous registration with the Company), if a Proxy Form is submitted via email, be emailed with the Proxy Form or, if a Proxy Form is submitted by post, be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
7. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
8. Any reference to a time of day is made by reference to Singapore time.
9. A proxy is required to pre-register by 10.00 a.m on 16 April 2024 in order to attend the AGM.

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Affix
Postage
Stamp

WILMAR INTERNATIONAL LIMITED
c/o Tricor Barbinder Share Registration Services

9 Raffles Place,
Republic Plaza Tower 1, #26-01,
Singapore 048619

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