



WILMAR INTERNATIONAL LIMITED

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

ANNOUNCEMENT

**FURTHER UPDATE IN RELATION TO THE PROPOSAL BY
WILMAR AND FIRST PACIFIC TO ACQUIRE
THE ENTIRE SHARE CAPITAL OF GOODMAN FIELDER
BY WAY OF SCHEME OF ARRANGEMENT**

Reference is made to the announcement of Wilmar International Limited (the “**Company**” or “**Wilmar**”) dated 28 April 2014 relating to a proposal made by the Company and First Pacific Company Limited (“**First Pacific**”) to Goodman Fielder Limited (“**Goodman Fielder**”) to acquire the entire issued share capital of Goodman Fielder by way of a scheme of arrangement (“**Scheme**”). Reference is also made to the Company’s further announcements dated 15 May 2014, 16 May 2014, 2 July 2014, 8 September 2014, 25 September 2014 and 21 October 2014, updating shareholders with further information in relation to that proposal.

The Company’s announcement dated 2 July 2014 stated that the implementation of the Scheme was subject to a number of conditions precedent, including obtaining Goodman Fielder shareholders’ approval at a scheme meeting to be convened by the relevant court in Australia (“**Scheme Meeting**”).

The Company has been informed that the Federal Court of Australia has approved the convening of the Scheme Meeting of Goodman Fielder shareholders to consider and vote on the Scheme.

If the Scheme is approved by the requisite majority of Goodman Fielder shareholders (other than certain excluded shareholders) and all other conditions precedent are satisfied or waived (as applicable), Goodman Fielder shareholders will receive a payment of A\$0.675 cash per share on the implementation date (currently expected to be 17 March 2015) or as soon as practicable thereafter. The Company notes that the implementation date is subject to change pending the progress of regulatory approvals.

A requisite majority means a majority in number (more than 50%) of Goodman Fielder shareholders (other than certain excluded shareholders) and at least 75% of the total number of votes cast on the Scheme resolution at the Scheme Meeting by Goodman Fielder shareholders (other than certain excluded shareholders) present and voting at the Scheme Meeting (either in person or by proxy).

The Scheme Meeting will be held on 26 February 2015.

The Company has also been informed by Goodman Fielder that a copy of the scheme booklet, which includes an Independent Expert’s Report on the Scheme and a Notice of Meeting, will be sent to Goodman Fielder shareholders on or about 22 December 2014.

The Independent Expert, Deloitte Corporate Finance Pty Limited ("**Deloitte**"), has concluded that the Scheme is fair and reasonable and therefore in the best interests of Goodman Fielder shareholders (other than certain excluded shareholders). This satisfies one of the conditions precedent to the Scheme.

Issued by
WILMAR INTERNATIONAL LIMITED
Singapore, 12 December 2014