



OLAM INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 199504676H)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 14 October 2009 issued by Olam International Limited.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of OLAM INTERNATIONAL LIMITED (the “Company”) will be held at STI Auditorium, 168 Robinson Road, Level 9, Capital Tower, Singapore 068912, on 29 October 2009 at 10.45 a.m. (or as soon as practicable following the conclusion or adjournment of the extraordinary general meeting of the Company in relation to the Proposed matters (as defined and set out in the Company’s announcement dated 16 September 2009) for the purpose of considering, and if thought fit, passing the following resolution, as an ordinary resolution, with or without modifications:

ORDINARY RESOLUTION

- (A) THE PROPOSED PLACEMENT OF 6.00 PER CENT. CONVERTIBLE BONDS DUE 2016 WITH AN AGGREGATE PRINCIPAL AMOUNT OF US\$100,000,000 (THE “OPTIONAL BONDS”) CONVERTIBLE INTO FULLY PAID-UP NEW ORDINARY SHARES OF THE COMPANY (THE “CONVERSION SHARES”) BY THE JOINT LEAD MANAGERS (AS DEFINED IN THE COMPANY’S CIRCULAR TO SHAREHOLDERS DATED 14 OCTOBER 2009 (THE “SHAREHOLDER CIRCULAR”) TO BREEDENS INVESTMENTS PTE. LTD.;**
- (B) THE PROPOSED ISSUE OF THE OPTIONAL BONDS AND THE CONVERSION SHARES ARISING FROM THE CONVERSION OF THE OPTIONAL BONDS; AND**
- (C) THE POSSIBLE TRANSFER OF A CONTROLLING INTEREST TO TEMASEK HOLDINGS (PRIVATE) LIMITED, TEMASEK CAPITAL (PRIVATE) LIMITED AND/OR SELETAR INVESTMENTS PTE LTD UNDER THE CIRCUMSTANCES DESCRIBED IN THE SHAREHOLDER CIRCULAR AS A RESULT OF THE PLACEMENT OF THE OPTIONAL BONDS TO BREEDENS INVESTMENTS PTE. LTD.;**

THAT approval be and is hereby given for the Directors or any of them to:

- (a) place, through the Joint Lead Managers, the Optional Bonds to Breedens Investments Pte. Ltd., pursuant to Rule 812(2) of the Listing Manual;
- (b) issue the Optional Bonds and the Conversion Shares arising from the conversion of the Optional Bonds, pursuant to, including without limitation, Rule 805(1) of the Listing Manual and Section 161 of the Companies Act; and
- (c) permit the possible transfer of a controlling interest to Temasek Holdings (Private) Limited, Temasek Capital (Private) Limited and/or Seletar Investments Pte Ltd under the circumstances described in the Shareholder Circular as a result of the placement of the Optional Bonds to Breedens Investments Pte. Ltd., pursuant to Rule 803 of the Listing Manual.

BY ORDER OF THE BOARD

Wan Tiew Leng, Lynn
Company Secretary
Singapore

14 October 2009

Notes:

- 1. Subject to paragraph 2 below, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- 2. **Pursuant to Rule 812(2) of the Listing Manual, Temasek Holdings (Private) Limited and its associates must therefore not accept nominations as proxies or otherwise for voting at the EGM. Accordingly, if you are, or are acting on behalf of, Temasek Holdings (Private) Limited and/or any of its associate(s), or are appointed as a proxy of any one or more of them, you are required to abstain from voting at the EGM.**
- 3. The instrument appointing a proxy must be deposited at the registered office of the Company at 3 Church Street, #08-01 Samsung Hub, Singapore 049483 not less than forty-eight (48) hours before the time appointed for holding the EGM.