

IMPORTANT NOTICE

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Confirmation of Your Representation: The attached offering circular is being sent to you at your request and by accepting the e-mail and accessing the attached offering circular, you shall be deemed to represent to us (1) that the e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States, its territories or possessions, and (2) that you consent to delivery of the attached offering circular and any amendments or supplements thereto by electronic transmission. By accepting the email and accessing the attached offering circular, you (1) represent and warrant that you are either an institutional investor as defined under Section 4A(1) of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), a relevant person as defined under Section 275(2) of the SFA or a person to whom an offer, as referred to in Section 275(1A) of the SFA, is being made and (2) agree to be bound by the limitations and restrictions described herein.

The materials relating to the offering of securities to which the attached offering circular relates do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law.

The attached offering circular has been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of Olam International Limited (the “Company”) and Olam Treasury Pte. Ltd. (“Olam Treasury”) (each an “Issuer” and together, the “Issuers”), DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Standard Chartered Bank and Standard Chartered Bank (Singapore) Limited (the “Arrangers”), Australia and New Zealand Banking Group Limited (together with the Arrangers, the “Dealers”), their affiliates, directors, officers, employees, representatives, agents and each person who controls them and their respective affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to you in electronic format and the hard copy version. **A hard copy version will be provided to you upon request.**

THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES. THIS OFFERING IS MADE SOLELY IN OFFSHORE TRANSACTIONS PURSUANT TO REGULATIONS UNDER THE SECURITIES ACT.

Nothing in this electronic transmission constitutes an offer or an invitation by or on behalf of Olam International Limited, Olam Treasury Pte Ltd or the Arrangers or the Dealers to subscribe for or purchase any of the securities described in the attached offering circular, and access has been limited so that it shall not constitute in the United States or elsewhere a general solicitation or general advertising (as those terms are used in Regulation D under the Securities Act) or directed selling efforts (within the meaning of Regulation S under the Securities Act). If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Arrangers, the Dealers or any affiliate of theirs is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by them or such affiliate on behalf of Olam International Limited or Olam Treasury Pte Ltd in such jurisdiction.

The Pricing Supplement in respect of any Notes may include a legend entitled “MiFID II Product Governance” which will outline the target market in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person offering, selling or recommending the Notes (a “distributor”) should take into consideration such target market; however, a distributor subject to Directive 2014/65/EU (as amended, “MiFID II”) is for undertaking its own target market assessment in respect of the Notes and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “MiFID Product Governance Rules”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”) or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “Insurance Mediation Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “Prospectus Directive”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

You are reminded that you have accessed the attached offering circular on the basis that you are a person into whose possession the attached offering circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the attached offering circular, electronically or otherwise, to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached offering circular.

Actions that You May Not Take: If you receive this document by e-mail, you should not reply by e-mail to this announcement, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

YOU ARE NOT AUTHORISED TO AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED OFFERING CIRCULAR, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH OFFERING CIRCULAR IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

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Offering Circular dated 15 March 2019



OLAM INTERNATIONAL LIMITED

(incorporated in the Republic of Singapore with limited liability)
(Company registration number: 199504676H)

OLAM TREASURY PTE LTD

(incorporated in the Republic of Singapore with limited liability)
(Company registration number: 201708046R)

U.S.\$5,000,000,000

Euro Medium Term Note Programme

On 6 July 2012, Olam International Limited established a Euro Medium Term Note Programme with an original programme limit of U.S.\$2,000,000,000 and prepared an offering circular dated 6 July 2012. This offering circular replaces the offering circulars dated 6 July 2012, 14 July 2014, 21 August 2015, 23 November 2016 and 16 March 2018 relating to the Euro Medium Term Note Programme of Olam International Limited.

Under the Euro Medium Term Note Programme described in this Offering Circular (the "**Programme**"), each of Olam International Limited (the "**Company**") and Olam Treasury Pte. Ltd. ("**Olam Treasury**"), subject to compliance with all relevant laws, regulations and directives, may from time to time issue euro medium term notes (the "**Notes**"). Each Series (as defined in "*Summary of the Program*") of Notes shall be issued only by either (i) the Company (in its capacity as issuer, an "**Issuer**") (the "**Direct Issuance Notes**"); or (ii) Olam Treasury (in its capacity as issuer, an "**Issuer**"), and together with the Company in its capacity as issuer, the "**Issuers**"). Notes issued by Olam Treasury shall be unconditionally and irrevocably guaranteed by the Company (in its capacity as guarantor, the "**Guarantor**") (the "**Guaranteed Notes**") and, together with the Direct Issuance Notes, the "**Notes**").

The Notes may rank as senior obligations of the Issuers or subordinated obligations of the Issuers. The aggregate principal amount of Notes outstanding will not at any time exceed U.S.\$5,000,000,000 (or the equivalent in other currencies), subject to increases as described herein.

Where used in this Offering Circular unless otherwise stated, "**Notes**" includes perpetual securities ("**Perpetual Securities**") that may be issued from time to time under the Programme. Defined terms used in this Offering Circular shall have the meanings given to such terms in "*Definitions*" and "*Summary of the Programme*".

The Notes may be issued by the Company or Olam Treasury on a continuing basis to one or more of the dealers appointed under the Programme from time to time (each a "**Dealer**" and together the "**Dealers**"), which appointment may be for a specific issue or on an ongoing basis. References in this Offering Circular to the "**relevant Dealer**" shall, in the case of an issue of Notes being (or intended to be) subscribed for by more than one Dealer, be to all Dealers agreeing to subscribe for such Notes.

An investment in Notes issued under the Programme involves certain risks. For a discussion of some of these risks see "*Risk Factors*".

Application has been made to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for permission to deal in and the quotation of any Notes that may be issued pursuant to the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the Official List of the SGX-ST. In addition, at the relevant time of issue of the Notes which are agreed at or prior to the time of issue to be listed on the Official List of the SGX-ST, a separate application will be made to the SGX-ST for the permission to deal in and quotation of such Notes on the Official List of the SGX-ST. Such permission will be granted when the Notes have been admitted to the Official List of the SGX-ST. There is no assurance that the application to the SGX-ST for permission to deal in and quotation of the Notes of any Series (as defined herein) will be approved. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Offering Circular. The approval in-principle from, and admission to the Official List of, the SGX-ST is not to be taken as an indication of the merits of the Company, Olam Treasury, their subsidiaries (the Company and its subsidiaries taken as a whole, the "**Group**"), its associated companies, the Programme and/or the Notes. Unlisted Notes may also be issued pursuant to the Programme and Notes may also be listed on stock exchanges other than the SGX-ST. The relevant Pricing Supplement (as defined herein) in respect of any Series will specify whether or not such Notes will be listed, and if so, which exchange(s) the Notes will be listed.

Notification under Section 309B(1) of the SFA: Unless otherwise stated in the Pricing Supplement in respect of any Bonds, all Bonds issued or to be issued under the Programme shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

The Notes of each Series to be issued in bearer form ("**Bearer Notes**") will be sold in an "offshore transaction" within the meaning of Regulation S ("**Regulation S**") under the United States Securities Act of 1933, as amended (the "**Securities Act**") and will initially be represented on issue by a temporary global note in bearer form (each a "**temporary Global Note**") or a permanent global note in bearer form (each a "**permanent Global Note**") and, together with the temporary Global Notes, the "**Global Notes**"). Interests in temporary Global Notes generally will be exchangeable for interests, in whole or in part, in permanent Global Notes, or if so stated in the relevant Pricing Supplement, definitive Notes ("**Definitive Notes**"), after the date falling 40 days after the later of the commencement of the offering and the relevant issue date of such Tranche of Notes, upon certification as to non-U.S. beneficial ownership. Interests in permanent Global Notes will be exchangeable for Definitive Notes in whole or in part as described under "*Summary of Provisions Relating to the Notes and the Perpetual Securities while in Global Form*".

Notes in registered form ("**Registered Notes**") will be represented by registered certificates (each a "**Certificate**"), one Certificate being issued in respect of each Noteholder's entire holding of Registered Notes of one Series. The Notes of each Series to be issued in registered form and which are sold in an "offshore transaction" within the meaning of Regulation S will initially be represented by a permanent global certificate (each a "**Global Certificate**") without interest coupons. The Global Notes and Global Certificates may be deposited on the relevant issue date (a) in the case of a Series intended to be cleared through Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking S.A. ("**Clearstream**"), with a common depository on behalf of Euroclear and Clearstream or, in the case of a Series of Notes intended to be cleared through the Central Moneymarkets Unit Service, operated by the Hong Kong Monetary Authority (the "**CMU**"), with a sub-custodian for the CMU or, in the case of a Series of Notes intended to be cleared through The Central Depository (Pte) Limited ("**CDP**"), with, and/or registered in the name of, CDP and (b) in the case of a Series intended to be cleared through a clearing system other than, or in addition to, Euroclear and/or Clearstream and/or the CMU and/or CDP or delivered outside a clearing system, as agreed between the Issuer and the relevant Dealer. The provisions governing the exchange of interests in Global Notes for other Global Notes and Global Notes and Global Certificates for Definitive Notes are described in "*Summary of Provisions Relating to the Notes and the Perpetual Securities while in Global Form*".

The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and the Notes may include Bearer Notes that are subject to U.S. tax law requirements. Subject to certain exceptions, the Notes may not be offered, sold, or, in the case of Bearer Notes, delivered within the United States. Registered Notes are subject to certain restrictions on transfer, see "*Subscription and Sale*".

The Company or Olam Treasury and the Guarantor (in respect of each Tranche of Guaranteed Notes) may agree with any Dealer, The Bank of New York Mellon, London Branch (in its capacity as trustee, the "**Trustee**"), and the Issuing and Paying Agent (as set out herein), the CMU Lodging and Paying Agent (as set out herein) or the CDP Paying Agent (as set out herein), as the case may be, that Notes may be issued in a form not contemplated by the Terms and Conditions of the Notes other than Perpetual Securities or the Terms and Conditions of the Perpetual Securities (as applicable) herein.

Unless otherwise stated in a relevant Pricing Supplement, Tranches of Notes to be issued under the Programme will be unrated.

Arrangers

DBS BANK LTD.

HSBC

STANDARD CHARTERED BANK

Dealers

ANZ

DBS BANK LTD.

HSBC

STANDARD CHARTERED BANK

The Company and Olam Treasury, having made all reasonable enquiries, confirms that this Offering Circular contains or incorporates by reference all information relating to the Company, Olam Treasury and the Group which is material in the context of the issuance and offering of Notes.

Each Tranche of Notes will be issued on the terms set out herein under “*Terms and Conditions of the Notes other than the Perpetual Securities*” (in relation to Notes other than Perpetual Securities) or “*Terms and Conditions of the Perpetual Securities*” (in relation to Perpetual Securities) as amended and/or supplemented by a document specific to such Tranche called a pricing supplement (a “**Pricing Supplement**”). This Offering Circular must be read and construed together with any amendments or supplements hereto and with any information incorporated by reference herein and, in relation to any Tranche of Notes, must be read and construed together with the relevant Pricing Supplement.

This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated by reference in this Offering Circular (see “*Documents Incorporated by Reference*”). This Offering Circular shall be read and construed on the basis that such documents are incorporated in, and form part of, this Offering Circular.

No person is or has been authorised by the Company and Olam Treasury to give any information or to make any representation other than those contained in this Offering Circular and the relevant Pricing Supplement in connection with any issue or sale of Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Company, Olam Treasury, the Arrangers, any Dealers, the Trustee or any Agent (as defined in this Offering Circular).

Neither this Offering Circular nor any other information supplied in connection with the Programme or any Notes (i) is intended to provide the basis of any credit or other evaluation of the Company, Olam Treasury or the Group or (ii) should be considered as a recommendation by the Company, Olam Treasury, the Arrangers, any of the Dealers, the Trustee or the Agents that any recipient of this Offering Circular or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each potential purchaser of Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness of the Company, Olam Treasury and the Group. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of Notes should be based upon such investigation as it deems necessary.

Neither the delivery of this Offering Circular nor any sale of Notes made in connection herewith shall, under any circumstances, create any implication that there has been no change in the Company’s, Olam Treasury’s or the Group’s affairs since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change in the Company’s, Olam Treasury’s or the Group’s financial position since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offering or sale of the Notes in certain jurisdictions may be restricted by law. The Company, Olam Treasury, the Arrangers, the Dealers, the Trustee and the Agents do not represent that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Company, Olam Treasury, the Arrangers, the Dealers, the Trustee or the Agents which would permit a public offering of any Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published, in any

jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular comes are required by the Company, Olam Treasury, the Arrangers and the Dealers to inform themselves about and to observe any such restriction. In particular, there are restrictions on the distribution of this Offering Circular and the offer or sale of Notes in the United States, the European Economic Area, the United Kingdom, Hong Kong, Singapore, Japan and the PRC (see “*Subscription and Sale*”). If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Arrangers, the Dealers or any affiliate of theirs is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by them or such affiliate on behalf of the relevant Issuer in such jurisdiction.

The Notes have not been and will not be registered under the Securities Act and the Notes include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States. For a description of certain restrictions on offers and sales of Notes and on distribution of this Offering Circular, see “*Subscription and Sale*”. The Notes are being offered and sold outside the United States in reliance on Regulation S. For a description of these and certain further restrictions on offers, sales and transfers of Notes and distribution of this Offering Circular, see “*Subscription and Sale*”.

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, NOR HAS ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF ANY OFFERING OF NOTES OR THE ACCURACY OR THE ADEQUACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

This Offering Circular has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Offering Circular and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Notes to be issued from time to time by the relevant Issuer pursuant to the Programme may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the “SFA”)) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person as defined in Section 275(2) of the SFA or (in the case of such corporation) where the transfer arises from an offer referred to in Section 276(3)(i)(B) of the SFA or (in the case of such trust) where the transfer arises from an offer referred to in Section 276(4)(i)(B) of the SFA;

- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Neither this Offering Circular nor any Pricing Supplement constitutes an offer of, or an invitation by or on behalf of the Company, Olam Treasury, the Arrangers, the Dealers, the Trustee or the Agents to subscribe for, or purchase, any Notes.

To the fullest extent permitted by law, none of the Arrangers, the Dealers, the Trustee or the Agents accepts any responsibility for the contents of this Offering Circular or for any other statement, made or purported to be made by the Arrangers, any Dealer, the Trustee or any Agent or on their behalf in connection with the Company, Olam Treasury or the issue and offering of any Notes or for any acts or omissions of the Company, Olam Treasury or any other person (other than the relevant Dealer) in connection with the issue and offering of the Notes. Each of the Arrangers, the Dealers, the Trustee and the Agents accordingly disclaims all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this Offering Circular or any such statement. None of the Arrangers, any Dealer, the Trustee or any Agent undertakes to review the Company's or Olam Treasury's financial condition or affairs during the life of the arrangements contemplated by this Offering Circular nor to advise any investor of any information coming to the attention of any of them.

This Offering Circular does not describe all of the risks and investment considerations (including those relating to each investor's particular circumstances) of an investment in Notes of a particular issue. Each potential purchaser of Notes should refer to and consider carefully the relevant Pricing Supplement for each particular issue of Notes, which may describe additional risks and investment considerations associated with such Notes. The risks and investment considerations identified in this Offering Circular and the relevant Pricing Supplement are provided as general information only. Investors should consult their own financial, tax, accounting and legal advisers as to the risks and investment considerations arising from an investment in an issue of Notes and should possess the appropriate resources to analyse such investment and the suitability of such investment in their particular circumstances.

In making an investment decision, investors must rely on their own examination of the Company, Olam Treasury and the Group and the terms of the Notes being offered, including the merits and risks involved. None of the Company, Olam Treasury, the Arrangers, any Dealer, the Trustee or any Agent makes any representation to any investor regarding the legality of its investment under any applicable laws. Investors should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

Notes issued under the Programme may be denominated in Renminbi. Renminbi is currently not freely convertible and conversion of CNY through banks in Hong Kong is subject to certain restrictions. Investors should be reminded of the conversion risk with CNY products. In addition, there is a liquidity risk associated with CNY products, particularly if such investments do not have an active secondary market and their prices have large bid/offer spreads. CNY products are denominated and settled in CNY deliverable in Hong Kong, which represents a market which is different from that of CNY deliverable in the PRC.

Stabilisation

In connection with the issue of any Tranche, the Dealer or Dealers (if any) named as the stabilising manager(s) (the “**Stabilising Manager(s)**”) (or persons acting on behalf of any Stabilising Manager(s)) in the relevant Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the price of the Notes at a level higher than that which might otherwise prevail for a limited period after the Issue Date of the relevant Tranche. However, there is no obligation on any Stabilising Manager to do this. Such stabilising, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilising shall be in compliance with all applicable laws, regulations and rules.

Rounding of Amounts

Figures in this Offering Circular have been subject to rounding adjustments. Accordingly, figures shown for the same item of information may vary and figures which are totals may not be an arithmetic aggregate of their components.

Forward-Looking Statements

This Offering Circular includes forward-looking statements regarding, amongst other things, the Company’s, Olam Treasury’s and the Group’s business, results of operations, financial conditions, cash flow, future expansion plans and business strategy. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “anticipates”, “believes”, “estimates”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Offering Circular and include statements regarding the Company’s, Olam Treasury’s or the Group’s intentions, beliefs or current expectations concerning, among other things, the Company’s, Olam Treasury’s or the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which the Company, Olam Treasury or the Group operates.

By their nature, forward-looking statements are subject to numerous assumptions, risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Company and Olam Treasury caution investors that forward-looking statements are not guarantees of future performance and that their actual results of operations, financial condition and liquidity, and the development of the industries in which they operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Offering Circular. In addition, even if the Company’s or Olam Treasury’s results of operations, financial condition and liquidity and the development of the industries in which the Company, Olam Treasury or the Group operates are consistent with the forward-looking statements contained in this Offering Circular, those results or developments may not be indicative of results or developments in subsequent periods.

The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that the Company, Olam Treasury or persons acting on its behalf may issue. The Company and Olam Treasury do not undertake any obligation to review or confirm analysts’ expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this Offering Circular.

The following list includes some, but not necessarily all, of the factors that may cause actual results to differ from those anticipated or predicted:

- conditions of and changes in the social, economic and political condition and regulatory environment in the countries/territories that the Group operates in and/or where the Group’s customers and suppliers are located;

- changes in the competitive conditions in the Group’s industry and the Group’s ability to compete under those conditions;
- changes in the future capital needs of the Group and the availability of financing and capital to fund those needs;
- changes in commodity prices;
- risk of not being able to implement the new strategies outlined by the Group;
- risk of being unable to realise the anticipated growth opportunities;
- changes in the availability and effectiveness of futures contracts or other derivative instruments and hedging instruments, and the risks associated with such instruments;
- changes in currency exchange rates;
- changes in short-term and long-term interest rates; and
- changes in customer preferences and needs.

Investors should read the factors described in the “*Risk Factors*” section of this Offering Circular to better understand the risks and uncertainties inherent in the Company’s and Olam Treasury’s business and underlying any forward-looking statements.

Any forward-looking statements that the Company and Olam Treasury make in this Offering Circular speak only as at the date of this Offering Circular, and the Company and Olam Treasury undertake no obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, and should only be viewed as historical data.

Documents Incorporated by Reference

This Offering Circular should be read and construed in conjunction with (i) each relevant Pricing Supplement, (ii) the most recently published audited consolidated annual financial statements and any interim financial statements (whether audited or unaudited) published subsequently to such annual financial statements of the Company from time to time (if any), in each case with the report of the auditors in connection therewith (if any), and (iii) all amendments and supplements from time to time to this Offering Circular, each of which shall be deemed to be incorporated by reference in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular to the extent that a statement contained in any such document is inconsistent with such contents. Copies of all such documents which are so deemed to be incorporated by reference in, and to form part of, this Offering Circular will be available free of charge during usual business hours on any weekday (Saturdays and public holidays excepted) from the specified offices of the Issuing and Paying Agent set out at the end of this Offering Circular.

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DEFINITIONS

The following definitions have, where appropriate, been used in this Offering Circular:

“A\$”	The lawful currency of Australia
“€”, “Euro” or “euro”	The lawful currency of member states of the European Union that adopt the single currency introduced in accordance with the Treaty establishing the European Community, as amended from time to time
“£” or “Sterling”	The lawful currency of the United Kingdom
“Agency Agreement”	The amended and restated agency agreement dated 16 March 2018 between the Issuers, The Bank of New York Mellon, London Branch, as trustee, The Bank of New York Mellon, London Branch as issuing and paying agent, paying agent and transfer agent in respect of Registered Notes other than CMU Notes and CDP Notes, The Bank of New York Mellon, Hong Kong Branch as the CMU lodging and paying agent and, in respect of CMU Notes that are Registered Notes, the registrar and transfer agent, The Bank of New York Mellon, Singapore Branch as the CDP paying agent and, in respect of CDP Notes that are Registered Notes, the registrar and transfer agent, The Bank of New York Mellon, SA/NV, Luxembourg Branch as registrar in respect of Registered Notes other than CMU Notes and CDP Notes and the other agents named in it relating to the Programme
“Agents”	The issuing and paying agent, the paying agents, the CMU lodging and paying agent, the CDP paying agent, the calculation agent (where appointed pursuant to the Agency Agreement or otherwise), the registrars and the transfer agents or any of them and such other agents as may be appointed from time to time under the Agency Agreement
“Board”	Board of directors of the Company
“CDP”	The Central Depository (Pte) Limited
“CMU”	Central Moneymarkets Unit Service, operated by the HKMA
“CNY” or “RMB” or “Renminbi”	The lawful currency of the PRC
“Dealer Agreement”	The amended and restated dealer agreement relating to the Programme dated 15 March 2019 between the Issuers, Australia and New Zealand Banking Group Limited, DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Standard Chartered Bank and Standard Chartered Bank (Singapore) Limited and any other dealers named therein
“Destination Markets”	Markets and countries in which the Group sells its food ingredients and/or agricultural products
“Directors”	Directors of the Company

“ EBITDA ”	Earnings before interest, tax, depreciation, and amortisation
“ Fair Trade Practice ”	The principles and guidelines prescribed by fair trade organisations to promote equitable trading relationships between consumers and economically disadvantaged producers
“ FY ”	Financial year ended or ending 31 December
“ Government ”	The Government of the Republic of Singapore
“ HK\$ ” or “ Hong Kong Dollars ”	The lawful currency of Hong Kong
“ HKMA ”	Hong Kong Monetary Authority
“ Hong Kong ”	Hong Kong Special Administrative Region of the People’s Republic of China
“ INR ”	The lawful currency of India
“ Issuing and Paying Agent ”	The issuing and paying agent, save that references to the Issuing and Paying Agent, with respect to (i) CMU Notes, shall be deemed to be the references to the CMU Lodging and Paying Agent and (ii) CDP Notes, shall be deemed to be references to the CDP Paying Agent, and (unless the context requires otherwise) all such references shall be construed accordingly
“ ITA ”	Income Tax Act, Chapter 134 of Singapore
“ KC Group ”	Kewalram Chanrai Group
“ Latest Practicable Date ”	1 March 2019
“ MAS ”	The Monetary Authority of Singapore
“ N.Z.\$ ”	The lawful currency of New Zealand
“ Paying Agents ”	The issuing and paying agent, the CMU lodging and paying agent, the CDP paying agent and such other paying agents as may be appointed from time to time under the Agency Agreement
“ PRC ”	The People’s Republic of China, excluding the Hong Kong Special Administrative Region and the Macau Special Administrative Region
“ S\$ ” or “ Singapore Dollars ”	The lawful currency of Singapore
“ Securities and Futures Ordinance ”	The Securities and Futures Ordinance (Cap. 571) of Hong Kong
“ SFA ”	The Securities and Futures Act, Chapter 289 of Singapore
“ SFRS(I) ”	Singapore Financial Reporting Standards (International)
“ Singapore ”	The Republic of Singapore
“ Shares ”	Fully-paid ordinary shares of the Company

“ Subsidiary ”	Has the meaning ascribed to it in Section 5 of the Companies Act, Chapter 50 of Singapore
“ Temasek Holdings ”	Temasek Holdings (Private) Limited
“ Trust Deed ”	The amended and restated trust deed dated 16 March 2018 between the Issuers and The Bank of New York Mellon, London Branch as trustee relating to the Programme
“ Turkish Lira ”	The lawful currency of Turkey
“ UK ”	United Kingdom
“ United States ” or “ U.S. ”	United States of America
“ U.S.\$ ” or “ U.S. Dollars ”	The lawful currency of the United States of America

SUMMARY OF THE GROUP

Overview

The Group is a leading food and agri-business supplying food, ingredients, feed and fibre to over 22,000 customers worldwide. Its value chain spans over 60 countries and includes farming, processing and distribution operations, as well as a sourcing network of 4.7 million farmers.

The Company was established in 1989 as a division of the KC Group to operate its agri-business and was duly incorporated under the laws of Singapore in July 1995. Since the establishment of the business, the Company has evolved from a single-country, single-product trader to a multi-country, multi-product integrated global agribusiness. The expansion of the Group has been possible as a result of pursuing growth strategies by exploiting adjacent opportunities, which it defines as developing opportunities in agricultural products and food ingredients that share customers, costs, capabilities and distribution channels with its existing operations.

The Group's portfolio comprises 16 businesses – Edible Nuts, Spices, Cocoa, Coffee, Dairy, Grains & Animal Feed, Edible Oils, Rice, Sugar & Sweeteners, Packaged Foods, Cotton, Wood Products, Rubber, Fertiliser, Infrastructure & Logistics and Commodity Financial Services. The Group is engaged in the farming, sourcing, processing, storage, transportation, shipping, distribution, trading and marketing of these agricultural products and food ingredients to customers in the Destination Markets. The Group manages the risks present at each stage of the value chain through its risk management system. The Group's profitability is driven by contributions from upstream farming and plantations, supply chain trading volumes handled, midstream processing and manufacturing and the downstream packaged foods business.

As at the Latest Practicable Date, the Company's issued and paid-up share capital was S\$3,812,922,224.14 comprising 3,271,018,657 Shares (including Treasury Shares). The Shares are listed on the Mainboard of the SGX-ST.

The Company is a subsidiary of Temasek Holdings (Private) Limited ("**Temasek Holdings**"). As at the Latest Practicable Date, Temasek Holdings and its subsidiaries and associated companies owned approximately 53.64 per cent. of the Company. Temasek Holdings is wholly-owned by Singapore's Minister for Finance (Incorporated).

The Company is also in a strategic partnership with Mitsubishi Corporation ("**Mitsubishi**"), whereby as at the Latest Practicable Date, Mitsubishi owned approximately 17.43 per cent. of the Company. Mitsubishi has two members on the Board of the Company, as well as some members on the Company's global management team.

Based on the audited consolidated financial statements for FY 2016 and 2017, the Group had, on a consolidated basis, revenue of approximately S\$20.6 billion and S\$26.3 billion respectively and net profit of approximately S\$339.1 million and S\$551.6 million respectively. Based on the audited consolidated financial statements for FY 2016 and 2017, as at 31 December 2016 and 2017, the total assets of the Group (combining non-current and current assets) on a consolidated basis amounted to approximately S\$23.5 billion and S\$22.3 billion respectively. Based on the unaudited consolidated financial statements for the twelve months ended 31 December 2018, the Group had, on a consolidated basis, revenue of approximately S\$30.5 billion and net profit of approximately S\$323.2 million. Based on the unaudited consolidated financial statements for the twelve months ended 31 December 2018, as at 31 December 2018, the total assets of the Group (combining non-current and current assets) on a consolidated basis amounted to approximately S\$23.4 billion.

History and Development

Since the Company's establishment in 1989 and throughout its evolution from a single-country, single-product trader in 1989 to a multi-national, multi-product integrated global food and agri-business, it has expanded into adjacent products, geographic markets, customers and value chain segments through organic and inorganic growth.

Please refer to the section "*The Company and the Group*" for the five phases of the Group's history and development.

SUMMARY OF THE PROGRAMME

The following overview does not purport to be complete and is qualified in its entirety by the remainder of this Offering Circular. Words and expressions defined in the Terms and Conditions of the Notes other than Perpetual Securities or the Terms and Conditions of the Perpetual Securities (as applicable) below or elsewhere in this Offering Circular have the same meanings in this overview.

Issuers	Olam International Limited and Olam Treasury Pte. Ltd.
Guarantor (in respect of the Guaranteed Notes)	Olam International Limited.
Description	Euro Medium Term Note Programme.
Guarantee	The Guarantor will, in respect of a Tranche of Guaranteed Notes, unconditionally and irrevocably guarantee (the “ Guarantee ”) the due payment of all sums expressed to be payable by Treasury Center under the Indenture and the Guaranteed Notes.
Size	Up to U.S.\$5,000,000,000 (or the equivalent in other currencies at the date of issue) aggregate principal amount of Notes outstanding at any time. The Company and Olam Treasury may increase the aggregate principal amount of the Programme in accordance with the terms of the Dealer Agreement.
Arrangers	DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Standard Chartered Bank and Standard Chartered Bank (Singapore) Limited.
Dealers	Australia and New Zealand Banking Group Limited, DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Standard Chartered Bank and Standard Chartered Bank (Singapore) Limited.
	The Company and Olam Treasury may from time to time appoint dealers either in respect of one or more Tranches or in respect of the whole Programme or terminate the appointment of any dealer under the Programme. References in this Offering Circular to “ Permanent Dealers ” are to the persons that are appointed as dealers in respect of the whole Programme (and whose appointment has not been terminated) and references to “ Dealers ” are to all Permanent Dealers and all persons appointed as a dealer in respect of one or more Tranches (and whose appointment has not been terminated).
Trustee	The Bank of New York Mellon, London Branch.
Issuing and Paying Agent	The Bank of New York Mellon, London Branch.
Registrar in respect of Registered Notes other than CMU Notes and CDP Notes	The Bank of New York Mellon SA/NV, Luxembourg Branch.
Registrar and Transfer Agent in respect of CMU Notes	The Bank of New York Mellon, Hong Kong Branch.

Registrar and Transfer Agent in respect of CDP Notes The Bank of New York Mellon, Singapore Branch.

Transfer Agent in respect of Registered Notes other than CMU Notes and CDP Notes. The Bank of New York Mellon, London Branch.

CMU Lodging and Paying Agent. The Bank of New York Mellon, Hong Kong Branch.

CDP Paying Agent. The Bank of New York Mellon, Singapore Branch.

Listing and Admission to

Trading. Application has been made to the SGX-ST for permission to deal in and the quotation for any Notes that may be issued pursuant to the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the Official List of the SGX-ST. In addition, at the relevant time of issue of the Notes which are agreed at or prior to the time of issue to be listed on the Official List of the SGX-ST, a separate application will be made to the SGX-ST for the permission to deal in and quotation of such Notes on the Official List of the SGX-ST. Such permission will be granted when such Notes have been admitted to the Official List of the SGX-ST. There is no assurance that the application to the Official List of the SGX-ST will be approved. The approval in-principle from, and admission to the Official List of the SGX-ST and quotation of any Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, Olam Treasury, the Guarantor, the Group, any of their associated companies, the Programme and/or such Notes. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained herein. If the application to the SGX-ST to list a particular series of Notes is approved, such Notes listed on the SGX-ST will be traded on the SGX-ST in a board lot size of at least S\$200,000 (or its equivalent in other currencies).

The Notes may also be listed on such other or further stock exchange(s) as may be agreed between the Company, Olam Treasury and the relevant Dealer(s) in relation to each Series of Notes. The Pricing Supplement relating to each Series of Notes will state whether or not the Notes of such Series will be initially listed on any stock exchange(s) and, if so, on which stock exchange(s) the Notes are to be initially listed. Unlisted Series of Notes may also be issued pursuant to the Programme.

Selling Restrictions The United States of America, the Public Offer Selling Restriction under Directive 2003/71/EC of the European Parliament and of the Council (the “**Prospectus Directive**”) (in respect of Notes having a Specified Denomination of less than 100,000, as the case may be, or its equivalent in any other currency as at the date of issue of the Notes), the United Kingdom, Hong Kong, Singapore, Japan and the PRC. See “*Subscription and Sale*”.

For the purposes of Regulation S, Category 1 selling restrictions shall apply unless otherwise indicated in the relevant Pricing Supplement.

Risk Factors Investing in Notes issued under the Programme involves certain risks. The principal risk factors that may affect the ability of the relevant Issuers or (if applicable) the Guarantor to fulfil its obligations under the Notes are discussed in “*Risk Factors*” below.

Credit Rating Unless otherwise stated in a relevant Pricing Supplement, Tranches of Notes to be issued under the Programme will be unrated.

Summary of Terms relating to Notes other than the Perpetual Securities

Method of Issue The Notes will be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a “**Series**”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest and their issue price), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a “**Tranche**”) on the same or different issue dates. The specific terms of each Tranche (which will be completed, where necessary, with the relevant terms and conditions and, save in respect of the issue date, issue price, first payment of interest and principal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be completed in the relevant Pricing Supplement.

Issue Price Notes may be issued on a fully-paid or a partly-paid basis and at their principal amount or at a discount or premium to their principal amount.

Form of Notes. The Notes may be issued in bearer form only (“**Bearer Notes**”) or in registered form only (“**Registered Notes**”). Each Tranche of Bearer Notes will be represented on issue by a temporary Global Note if (i) Definitive Notes are to be made available to Noteholders (as defined in the “*Terms and Conditions of the Notes other than the Perpetual Securities*”) following the expiry of 40 days after their issue date or (ii) such Notes have an initial maturity of more than one year and are being issued in compliance with U.S. Treas. Reg. §163-5(c)(2)(i)(D) (the “**D Rules**”), otherwise such Tranche will be represented by a permanent Global Note. Registered Notes will be represented by Certificates, one Certificate being issued in respect of each Noteholder’s entire holding of Registered Notes of one Series. Certificates representing Registered Notes that are registered in the name of, or in the name of nominees or a common nominee for, one or more clearing systems are referred to as “**Global Certificates**”.

Registered Notes sold in an “offshore transaction” within the meaning of Regulation S will initially be represented by a Global Certificate.

Clearing Systems. Euroclear, Clearstream, the CMU and CDP and, in relation to any Tranche, such other clearing system as may be agreed between the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor, the Trustee and the relevant Dealer(s) and, as applicable, the Registrar.

Initial Delivery of Notes	On or before the issue date for each Tranche, the Global Note representing Bearer Notes or the Global Certificate representing Registered Notes may be deposited with a common depository for Euroclear and Clearstream or deposited with CDP or deposited with a sub-custodian for the CMU or any other clearing system or may be delivered outside any clearing system provided that the method of such delivery has been agreed in advance by the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor, the Trustee, the Issuing and Paying Agent, the Registrar (if applicable) and the relevant Dealer. Registered Notes that are to be credited to one or more clearing systems on issue will be registered in the name of, or in the name of nominees or a common nominee for, such clearing systems.
Currencies	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in any currency agreed between the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor, the Issuing and Paying Agent and the relevant Dealers(s). Payments in respect of Notes may, subject to such compliance, be made in and/or linked to, any currency or currencies as may be agreed between the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor and the relevant Dealer(s).
Cross Default	See <i>“Terms and Conditions of the Notes other than the Perpetual Securities — Events of Default”</i> .
Maturities	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued with any maturity as may be agreed between the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor and the relevant Dealer(s).
Specified Denomination	Notes will be in such denominations as may be specified in the relevant Pricing Supplement save that (i) in the case of any Notes which are to be admitted to trading on a regulated market within the European Economic Area (the “ EEA ”) or offered to the public in an EEA State in circumstances which require the publication of a prospectus under the Prospectus Directive, the minimum specified denomination shall be 100,000 (or its equivalent in any other currency as at the date of the issue of the Notes) and (ii) unless otherwise permitted by then current laws and regulations, Notes (including Notes denominated in Sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the Financial Services and Markets Act 2000 (“ FSMA ”) will have a minimum denomination of £100,000 (or its equivalent in other currencies).

Fixed Rate Notes	In respect of Fixed Rate Notes, fixed interest will be payable in arrear on the date or dates in each year specified in the relevant Pricing Supplement.
Floating Rate Notes	<p>Floating Rate Notes will bear interest determined separately for each Series as follows:</p> <p>(i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency (as defined in “<i>Terms and Conditions of the Notes other than the Perpetual Securities</i>”) governed by an agreement incorporating the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc.; or</p> <p>(ii) by reference to LIBOR, EURIBOR, HIBOR, SOR or SIBOR (or such other benchmark as may be specified in the relevant Pricing Supplement) as adjusted for any applicable margin.</p> <p>Interest periods will be specified in the relevant Pricing Supplement.</p>
Zero Coupon Notes	Zero Coupon Notes may be issued at their principal amount or at a discount to it and will not bear interest.
Dual Currency Notes	Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes will be made in such currencies, and based on such rates of exchange, as may be specified in the relevant Pricing Supplement.
Interest Periods and Interest Rates	The length of the interest periods for the Notes and the applicable interest rate or its method of calculation may differ from time to time or be constant for any Series. Notes may have a maximum interest rate, a minimum interest rate, or both. The use of interest accrual periods permits the Notes to bear interest at different rates in the same interest period. All such information will be set out in the relevant Pricing Supplement.
Redemption of Notes	<p>The relevant Pricing Supplement will specify the basis for calculating the redemption amounts payable. Unless permitted by then current laws and regulations, Notes (including Notes denominated in Sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the relevant Issuer and (in respect of each Tranche of Guaranteed Notes) the Guarantor in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA must have a minimum redemption amount of £100,000 (or its equivalent in other currencies).</p> <p>The Pricing Supplement issued in respect of each issue of Notes that are redeemable in two or more instalments will set out the dates on which, and the amounts in which, such Notes may be redeemed.</p>

Other Notes	Terms applicable to Notes such as high interest Notes, low interest Notes, step-up Notes, step-down Notes, reverse dual currency Notes, optional dual currency Notes, partly paid Notes and any other type of Note that the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor, the Trustee, the Issuing and Paying Agent and any Dealer or Dealers may agree to issue under the Programme will be set out in the relevant Pricing Supplement and any relevant supplemental Offering Circular.
Optional Redemption of Notes	The Pricing Supplement issued in respect of each issue of Notes will state whether such Notes may be redeemed prior to their stated maturity at the option of the relevant Issuer (either in whole or in part) and/or at the option of the holders, and if so the terms applicable to such redemption.
Status of Notes	The Notes and the Receipts and the Coupons relating to them will constitute direct, unconditional, unsubordinated and (subject to Condition 4 of the Terms and Conditions of the Notes other than Perpetual Securities) unsecured obligations of the relevant Issuer and shall at all times rank <i>pari passu</i> and without any preference among themselves as described in “ <i>Terms and Conditions of the Notes other than the Perpetual Securities — Status and Guarantee of the Notes</i> ”.
Negative Pledge in relation to Notes	See “ <i>Terms and Conditions of the Notes other than the Perpetual Securities — Negative Pledge</i> ”.
Early Redemption for Taxation	Notes will be redeemable at the option of the relevant Issuer prior to maturity for tax reasons. See “ <i>Terms and Conditions of the Notes other than the Perpetual Securities — Redemption, Purchase and Options</i> ”.
Withholding Tax	All payments of principal and interest by or on behalf of the relevant Issuer and (in respect of each Tranche of Guaranteed Notes) the Guarantor in respect of the Notes, the Receipts and the Coupons shall be made free and clear of, and without withholding or deduction for, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the relevant Issuer and (in respect of each Tranche of Guaranteed Notes) the Guarantor shall pay such additional amounts as will result in receipt by the Noteholders, Receiptholders and Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, subject to certain conditions as set out in the relevant Terms and Conditions. See “ <i>Terms and Conditions of the Notes other than the Perpetual Securities — Taxation</i> ” below.

Governing Law The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and shall be construed in accordance with, English law or the Notes will be governed by, and shall be construed in accordance with, Singapore law, as specified in the applicable Pricing Supplement.

**Redenomination,
Renominalisation and/or
Consolidation** Notes denominated in a currency of a country that subsequently participates in the third stage of European Economic and Monetary Union may be subject to redenomination, renominalisation and/or consolidation with other Notes then denominated in Euro. The provisions applicable to any such redenomination, renominalisation and/or consolidation will be as specified in the relevant Pricing Supplement.

Summary of Terms relating to Perpetual Securities

Method of Issue The Perpetual Securities will be issued on a syndicated or non-syndicated basis. The Perpetual Securities will be issued in series (each a “**Series**”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first scheduled date of distribution and issue price), the Perpetual Securities of each Series being intended to be interchangeable with all other Perpetual Securities of that Series. Each Series may be issued in tranches (each a “**Tranche**”) on the same or different issue dates. The specific terms of each Tranche (which will be completed, where necessary, with the relevant terms and conditions and, save in respect of the issue date, issue price, first scheduled date of distribution and principal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be completed in the relevant Pricing Supplement.

Issue Price Perpetual Securities may be issued on a fully-paid or a partly-paid basis and at their principal amount or at a discount or premium to their principal amount.

Form of Notes The Perpetual Securities may be issued in bearer form only (“**Bearer Notes**”) or in registered form only (“**Registered Notes**”). Each Tranche of Bearer Notes will be represented on issue by a temporary Global Note if (i) Definitive Notes are to be made available to Noteholders (as defined in the “*Terms and Conditions of the Perpetual Securities*”) following the expiry of 40 days after their issue date or (ii) such Perpetual Securities have an initial maturity of more than one year and are being issued in compliance with the D Rules, otherwise such Tranche will be represented by a permanent Global Note. Registered Notes will be represented by Certificates, one Certificate being issued in respect of each Noteholder’s entire holding of Registered Notes of one Series. Certificates representing Registered Notes that are registered in the name of, or in the name of nominees or a common nominee for, one or more clearing systems are referred to as “**Global Certificates**”.

Registered Notes sold in an “offshore transaction” within the meaning of Regulation S will initially be represented by a Global Certificate.

Clearing Systems. Euroclear, Clearstream, the CMU and CDP and, in relation to any Tranche, such other clearing system as may be agreed between the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor, the Trustee and the relevant Dealer(s) and as applicable the Registrar.

Initial Delivery of Perpetual Securities On or before the issue date for each Tranche, the Global Note representing Bearer Notes or the Global Certificate representing Registered Notes may be deposited with a common depository for Euroclear and Clearstream or deposited with CDP or deposited with a sub-custodian for the CMU or any other clearing system or may be delivered outside any clearing system **provided that** the method of such delivery has been agreed in advance by the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor, the Trustee, the Issuing and Paying Agent, the Registrar (if applicable) and the relevant Dealer. Registered Notes that are to be credited to one or more clearing systems on issue will be registered in the name of, or in the name of nominees or a common nominee for, such clearing systems.

Currencies. Subject to compliance with all relevant laws, regulations and directives, Perpetual Securities may be issued in any currency agreed between the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor, the Issuing and Paying Agent and the relevant Dealers(s). Payments in respect of Perpetual Securities may, subject to such compliance, be made in and/or linked to, any currency or currencies as may be agreed between the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor, and the relevant Dealer(s).

No Fixed Maturity The Perpetual Securities are perpetual securities in respect of which there is no fixed redemption date and the relevant Issuer shall only have the right to redeem or purchase them in accordance with the provisions of the terms and conditions of such Perpetual Securities.

Specified Denomination	Perpetual Securities will be in such denominations as may be specified in the relevant Pricing Supplement save that (i) in the case of any Perpetual Securities which are to be admitted to trading on a regulated market within the EEA or offered to the public in an EEA State in circumstances which require the publication of a prospectus under the Prospectus Directive, the minimum specified denomination shall be 100,000 (or its equivalent in any other currency as at the date of the issue of the Perpetual Securities) and (ii) unless otherwise permitted by then current laws and regulations, Perpetual Securities (including Perpetual Securities denominated in Sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA will have a minimum denomination of £100,000 (or its equivalent in other currencies).
Fixed Rate Notes	In respect of Fixed Rate Notes, subject to Condition 4(h) of the Terms and Conditions of the Perpetual Securities, distributions will be payable in arrear on the date or dates in each year specified in the relevant Pricing Supplement.
Floating Rate Notes	In respect of Floating Rate Notes, distributions will be determined separately for each Series as follows: <ul style="list-style-type: none"> (i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc.; or (ii) by reference to LIBOR, EURIBOR, HIBOR, SOR or SIBOR (or such other benchmark as may be specified in the relevant Pricing Supplement) as adjusted for any applicable margin. <p>Distribution periods will be specified in the relevant Pricing Supplement.</p>
Dual Currency Notes	Payments in respect of Dual Currency Notes (whether in respect of principal or distributions) will be made in such currencies, and based on such rates of exchange, as may be specified in the relevant Pricing Supplement.
Distributions in respect of Perpetual Securities	Each Perpetual Security will confer a right to receive distributions at fixed or floating rates, subject to Condition 4(h) of the Terms and Conditions of the Perpetual Securities.

**Optional Deferral of
Distributions in respect of
Perpetual Securities**

The relevant Pricing Supplement will specify whether the relevant Issuer may, at its sole discretion, elect to defer (in whole and not in part) any distribution which is otherwise scheduled to be paid on a Distribution Payment Date (as defined in the “*Terms and Conditions of the Perpetual Securities*”) to the next Distribution Payment Date by giving a Deferral Election Notice (as defined in the “*Terms and Conditions of the Perpetual Securities*”) to the Noteholders and the Trustee and the Issuing and Paying Agent, the CMU Lodging and Paying Agent or the CDP Paying Agent, as the case may be, not more than 15 nor less than 5 Business Days (as defined in the “*Terms and Conditions of the Perpetual Securities*”) (or such other notice period as may be specified in the applicable Pricing Supplement) prior to a scheduled Distribution Payment Date unless, during the Look-Back Period (as specified in the relevant Pricing Supplement) prior to such scheduled Distribution Payment Date, a Compulsory Distribution Payment Event has occurred.

A Compulsory Distribution Payment Event occurs when the relevant Issuer (and, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) has at its discretion (a) declared or paid any dividends or distributions on any of the relevant Issuer’s Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the relevant Issuer’s Parity, or made any other payment (including payments under any guarantee obligations) on any of the relevant Issuer’s Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the relevant Issuer’s Parity Obligations, and/or (b) repurchased, redeemed or otherwise acquired any of its Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) the relevant Issuer’s Parity Obligations (in each case other than (i) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Group or (ii) as a result of the exchange or conversion of its Parity Obligations for its Junior Obligations), and/or as otherwise specified in the applicable Pricing Supplement.

For the avoidance of doubt, a Compulsory Distribution Payment Event shall not occur, and accordingly, nothing in Condition 4(h) of the Terms and Conditions of the Perpetual Securities shall restrict the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) from electing to defer any distribution, merely as a result of any dividends, distributions or payments or other actions made by the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) in respect of obligations which are not the relevant Issuer’s (or, where applicable, the Guarantor’s) Junior Obligations or which are not the relevant Issuer’s (or, where applicable, the Guarantor’s) Parity Obligations.

The relevant Issuer shall have no obligation to pay any distribution (including any Arrears of Distribution and any Additional Distribution Amount (both as defined in the “*Terms and Conditions of the Perpetual Securities*”), if applicable) on any Distribution Payment Date if it validly elects not to do so in accordance with Condition 4(h)(i) of the Terms and Conditions of the Perpetual Securities.

The relevant Issuer may, at its sole discretion, elect to further defer any Arrears of Distribution by complying with the foregoing notice requirement applicable to any deferral of an accrued distribution. The relevant Issuer is not subject to any limit as to the number of times distributions and Arrears of Distribution can or shall be deferred pursuant to Condition 4(h) of the Terms and Conditions of the Perpetual Securities except that Condition 4(h)(v) of the Terms and Conditions of the Perpetual Securities shall be complied with until all outstanding Arrears of Distribution have been paid in full.

Any failure to pay any distribution by the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor), if it validly elects not to do so in accordance with Condition 4(h)(i) of the Terms and Conditions of the Perpetual Securities shall not constitute a default of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) in respect of the Perpetual Securities.

**Restrictions in the case of
a Deferral in respect of
Perpetual Securities**

- (a) In respect of the Direct Issuance Perpetual Securities, if a Dividend Stopper is so provided on the face of the Perpetual Security and the relevant Pricing Supplement and on any Distribution Payment Date, payment of all Distribution payments schedules to be made on such date is not made in full by reason of Condition 4(h) of the Terms and Conditions of the Perpetual Securities, the Company shall not and shall procure that none of its subsidiaries shall:
 - (i) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on:
 - (x) if this Perpetual Security is a Senior Perpetual Security, any of the Company’s Junior Obligations; or
 - (y) if this Perpetual Security is a Subordinated Perpetual Security, any of the Company’s Junior Obligations or (except on a *pro rata* basis) any of the Company’s Parity Obligations; or
 - (ii) redeem, reduce, cancel, buy-back or acquire for any consideration:
 - (x) if this Perpetual Security is a Senior Perpetual Security, any of the Company’s Junior Obligations; or

- (y) if this Perpetual Security is a Subordinated Perpetual Security, any of the Company's Junior Obligations or (except on a *pro rata* basis) any of the Company's Parity Obligations,

in each case, other than (i) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Group, (ii) as a result of the exchange or conversion of Parity Obligations for Junior Obligations, (iii) if the Company has made payment in whole (and not in part only) of all outstanding Arrears of Distributions (if applicable) and any Additional Distribution Amounts (if applicable) or (iv) when so permitted by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders and/or otherwise specified in the applicable Pricing Supplement. For the avoidance of doubt, the restrictions in Condition 4(h)(v)(a) of the Terms and Conditions of the Perpetual Securities shall only apply to the Company's Subsidiaries to the extent that such dividends, distributions or payments are made in respect of the Company's Junior Obligations or in the case of Subordinated Perpetual Securities (except on a *pro rata* basis) the Company's Parity Obligations and nothing in Condition 4(h)(v)(a) of the Terms and Conditions of the Perpetual Securities shall restrict the Company or any of its Subsidiaries from making payment on its guarantees in respect of obligations which are not the Company's Junior Obligations or in the case of Subordinated Perpetual Securities (except on a *pro rata* basis) the Company's Parity Obligations.

- (b) In respect of the Guaranteed Perpetual Securities, if a Dividend Stopper is so provided on the face of the Perpetual Security and the relevant Pricing Supplement and on any Distribution Payment Date, payment of all Distribution payments scheduled to be made on such date is not made in full by reason of Condition 4(h) of the Terms and Conditions of the Perpetual Securities, Olam Treasury and (where applicable) the Guarantor shall not and shall procure that none of their subsidiaries shall:
 - (i) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on:
 - (x) if this Perpetual Security is a Senior Perpetual Security, any of the Olam Treasury's or (where applicable) the Guarantor's Junior Obligations; or
 - (y) if this Perpetual Security is a Subordinated Perpetual Security, any of Olam Treasury's or (where applicable) the Guarantor's Junior Obligations or (except on a *pro rata* basis) any of Olam Treasury's or (where applicable) the Guarantor's Parity Obligations; or

- (ii) redeem, reduce, cancel, buy-back or acquire for any consideration:
 - (x) if this Perpetual Security is a Senior Perpetual Security, any of Olam Treasury's or (where applicable) the Guarantor's Junior Obligations; or
 - (y) if this Perpetual Security is a Subordinated Perpetual Security, any of Olam Treasury's or (where applicable) the Guarantor's Junior Obligations or (except on a *pro rata* basis) any of Olam Treasury's or (where applicable) the Guarantor's Parity Obligations,

in each case, other than (i) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Group, (ii) as a result of the exchange or conversion of Parity Obligations for Junior Obligations, (iii) if Olam Treasury or (where applicable) the Guarantor has made payment in whole (and not in part only) of all outstanding Arrears of Distributions (if applicable) and any Additional Distribution Amounts (if applicable) or (iv) when so permitted by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders and/or otherwise specified in the applicable Pricing Supplement. For the avoidance of doubt, the restrictions in Condition 4(h)(v)(b) of the Terms and Conditions of the Perpetual Securities shall only apply to Olam Treasury or (where applicable) the Guarantor's Subsidiaries to the extent that such dividends, distributions or payments are made in respect of Olam Treasury's or (where applicable) the Guarantor's Junior Obligations or in the case of Subordinated Perpetual Securities (except on a *pro rata* basis) Olam Treasury's or (where applicable) the Guarantor's Parity Obligations and nothing in Condition 4(h)(v)(b) of the Terms and Conditions of the Perpetual Securities shall restrict Olam Treasury or (where applicable) the Guarantor or any of its Subsidiaries from making payment on its guarantees in respect of obligations which are not Olam Treasury's or (where applicable) the Guarantor's Junior Obligations or in the case of Subordinated Perpetual Securities (except on a *pro rata* basis) Olam Treasury's or (where applicable) the Guarantor's Parity Obligations.

Other Perpetual Securities Terms applicable to Perpetual Securities such as high interest Perpetual Securities, low interest Perpetual Securities, step-up Perpetual Securities, step-down Perpetual Securities, reverse dual currency Perpetual Securities, optional dual currency Perpetual Securities, partly paid Perpetual Securities and any other type of Perpetual Security that the relevant Issuer, the Trustee, the Issuing and Paying Agent and any Dealer or Dealers may agree to issue under the Programme will be set out in the relevant Pricing Supplement and any relevant supplemental Offering Circular.

Redemption for Accounting

Reasons The relevant Pricing Supplement will specify whether the Perpetual Securities will be subject to redemption for accounting reasons. If so specified thereon, the Perpetual Securities may be redeemed at the option of the Company or Olam Treasury in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount (as specified in the applicable Pricing Supplement) if, as a result of any changes or amendments to Singapore Financial Reporting Standards issued by the Singapore Accounting Standards Council as amended from time to time (“**SFRS**”) (or any other accounting standards that may replace SFRS for the purposes of the consolidated financial statements of the relevant Issuer) or other internationally generally accepted accounting standards that the relevant Issuer has adopted for the purposes of the preparation of its audited consolidated financial statements as amended from time to time (the “**Relevant Accounting Standards**”), the Perpetual Securities may no longer be recorded as “equity” in the audited consolidated financial statements of the relevant Issuer prepared in accordance with the Relevant Accounting Standards.

Redemption for Tax

Deductibility Reasons The Perpetual Securities may, subject to certain conditions being satisfied, be redeemed at the option of the Company or Olam Treasury in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ irrevocable notice to the Noteholders, the Trustee, the Issuing and Paying Agent, the CMU Lodging and Paying Agent or the CDP Paying Agent, as the case may be, and the Registrar, at their Early Redemption Amount if the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securites) the Guarantor satisfies the Trustee immediately before giving such notice that, as a result of:

- (i) any amendment to, or change in, the laws (or any rules or regulations thereunder) of Singapore or any political subdivision or any taxing authority thereof or therein which is enacted, promulgated, issued or becomes effective otherwise on or after the Issue Date;
- (ii) any amendment to, or change in, an official and binding interpretation of any such laws, rules or regulations by any legislative body, court, governmental agency or regulatory authority (including the enactment of any legislation and the publication of any judicial decision or regulatory determination) which is enacted, promulgated, issued or becomes effective otherwise on or after the Issue Date; or
- (iii) any applicable official interpretation or pronouncement which is issued or announced on or after the Issue Date that provides for a position with respect to such laws or regulations that differs from the position advised by the relevant Issuer’s or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor’s tax advisers on or before the Issue Date,

payments by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor would no longer, or within 90 days of the date of the opinion referred to in Condition 5(d) of the Terms and Conditions of the Perpetual Securities would not be fully deductible by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor for Singapore income tax purposes. For the purposes of determining whether any payments by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor would be fully deductible by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor for Singapore income tax purposes under Condition 5(d) of the Terms and Conditions of the Perpetual Securities, interest restriction under the total asset method shall be disregarded. See “*Terms and Conditions of the Perpetual Securities — Redemption and Purchase — Redemption for tax deductibility reasons*”.

Redemption at the Option of the Issuers.

The relevant Pricing Supplement will specify whether the Perpetual Securities will be subject to redemption at the option of the Company or Olam Treasury. If so specified thereon, the relevant Issuer may, on giving not less than 30 nor more than 60 days’ irrevocable notice to the Noteholders (or such other notice period as may be specified in the relevant Pricing Supplement), redeem all, or if so provided, some of the Perpetual Securities on any Optional Redemption Date (as specified in the relevant Pricing Supplement). Any such redemption of Perpetual Securities shall be at their Early Redemption Amount.

Redemption in the case of Minimal Outstanding Amount. . .

The relevant Pricing Supplement will specify whether the Perpetual Securities will be subject to redemption in the case of a minimal outstanding amount. If so specified thereon, the relevant Issuer may, at any time, on giving not less than 30 nor more than 60 days’ irrevocable notice to the Noteholders (or such other notice period as may be specified in the relevant Pricing Supplement) redeem the Perpetual Securities, in whole, but not in part, at their Early Redemption Amount if, immediately before giving such notice, the aggregate principal amount of the Perpetual Securities outstanding is less than 10 per cent. of the aggregate principal amount originally issued.

Redemption for Taxation Reasons.

Perpetual Securities will be redeemable at the option of the relevant Issuer prior to maturity for tax reasons. See “*Terms and Conditions of the Perpetual Securities — Redemption and Purchase — Redemption for Taxation Reasons*”.

Status of Senior Perpetual Securities

The Senior Perpetual Securities and the Coupons relating to them will constitute direct, unconditional, unsubordinated and unsecured obligations of the relevant Issuer, as described in “*Terms and Conditions of the Perpetual Securities — Status of Senior Perpetual Securities and Status of, and Ranking of Claims in relation to, Subordinated Perpetual Securities and Guarantee of Perpetual Securities*”.

Status of Subordinated Perpetual Securities

The Subordinated Perpetual Securities and the Coupons relating to them will constitute direct, unconditional, unsecured and subordinated obligations of the Company or Olam Treasury as described in “*Terms and Conditions of the Perpetual Securities — Status of Senior Perpetual Securities and Status of, and Ranking of Claims in relation to, Subordinated Perpetual Securities and Guarantee of Perpetual Securities*”.

Subordination of Subordinated Perpetual Securities

Subject to the insolvency laws of Singapore and other applicable laws, in the event of the Winding-Up (as defined in the “*Terms and Conditions of the Perpetual Securities*”) of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor, the Subordinated Holder Claims (as defined in the “*Terms and Conditions of the Perpetual Securities*”) will rank in such Winding-Up:

- (i) expressly subordinated and subject to the rights and claims of all Senior Creditors (as defined in the “*Terms and Conditions of the Perpetual Securities*”) of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor;
- (ii) *pari passu* with each other and with the rights and claims of any Parity Creditors or holders of Parity Obligations; and
- (iii) in priority to the rights and claims of holders of Junior Obligations.

Set-off in relation to Subordinated Perpetual Securities

Subject to applicable law, no Noteholder may exercise, claim or plead any right of set-off, counterclaim, compensation, deduction, withholding or retention in respect of any amount owed to it by the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor in respect of, or arising from, or under or in connection with the Subordinated Perpetual Securities, and each Noteholder shall, by virtue of his holding of any Subordinated Perpetual Security, be deemed to have waived all such rights of set-off, counterclaim, compensation, deduction, withholding or retention against the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor. Without prejudice to the preceding sentence, if any of the amounts owing to any Noteholder by the relevant Issuer in respect of, or arising from or under or in connection with the Subordinated Perpetual Securities is discharged by set-off, such Noteholder shall, subject to applicable law, immediately pay an amount equal to the amount of such discharge to the relevant Issuer (or, in the event of its Winding-Up or judicial management, the liquidator or, as appropriate, judicial manager of the relevant Issuer) and, until such time as payment is made, shall hold such amount in trust for the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor (or the liquidator or, as appropriate, judicial manager of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor) and accordingly any such discharge shall be deemed not to have taken place.

Limited right to institute proceedings in relation to Perpetual Securities

The right to institute Winding-Up proceedings is limited to circumstances where payment under the Perpetual Securities has become due. In the case of any distribution (including Arrears of Distribution or Additional Distribution Amounts, if applicable), such distribution will not be due if the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) has elected to defer that distribution in accordance with Condition 4(h) of the Terms and Conditions of the Perpetual Securities.

Proceedings for Winding-Up in relation to Perpetual Securities .

If (i) an order is made or an effective resolution is passed for the Winding-Up of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor), and such order or resolution is subsisting and has not been discharged, stayed, dismissed, rescinded, revoked or superceded, as the case may be, or (ii) the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) fails to pay the principal of or any distribution (including Arrears of Distribution and Additional Distribution Amounts, if applicable) on the Perpetual Securities (save, for the avoidance of doubt, for distributions (including Arrears of Distribution and Additional Distribution Amounts, if applicable) which have been deferred in accordance with Condition 4(h) of the Terms and Conditions of the Perpetual Securities) and such failure continues for a period of 10 days or more after the date on which such payment is due, the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) shall be deemed to be in default under the Trust Deed and the Perpetual Securities and the Trustee may, subject to the provisions of Condition 9(d) of the Terms and Conditions of the Perpetual Securities, institute proceedings for the Winding-Up of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) and/or prove in the Winding-Up of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) and/or claim in the liquidation of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) for such payment, as provided in the Trust Deed.

Withholding Tax	All payments of principal and distributions (including any Arrears of Distribution and any Additional Distribution Amount, if applicable) by or on behalf of the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor in respect of the Perpetual Securities and the Coupons shall be made free and clear of, and without withholding or deduction for, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor shall pay such additional amounts as will result in receipt by the Noteholders and Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, subject to certain conditions as set out in the relevant Terms and Conditions. See “ <i>Terms and Conditions of the Perpetual Securities — Taxation</i> ” below.
Governing Law	The Perpetual Securities and any non-contractual obligations arising out of or in connection with the Perpetual Securities will be governed by, and shall be construed in accordance with, English law or the Notes will be governed by, and shall be construed in accordance with, Singapore law, as specified in the applicable Pricing Supplement, except that, in relation to Subordinated Perpetual Securities only, the subordination provisions set out in Condition 3(b) of the Terms and Conditions of the Perpetual Securities applicable to the relevant Issuer shall be governed by, and construed in accordance with, Singapore law.
Redenomination, Renominalisation and/or Consolidation	Perpetual Securities denominated in a currency of a country that subsequently participates in the third stage of European Economic and Monetary Union may be subject to redenomination, renominalisation and/or consolidation with other Perpetual Securities then denominated in euros. The provisions applicable to any such redenomination, renominalisation and/or consolidation will be as specified in the relevant Pricing Supplement.

SUMMARY FINANCIAL INFORMATION

The following tables set forth selected financial information of the Group (i) as at and for FY 2016 and FY 2017, and (ii) as at and for the twelve months period ended 31 December 2018. This selected financial information should be read in conjunction with the Group's audited consolidated financial statements including notes thereto for FY 2016 and FY 2017, and the unaudited consolidated financial statements including notes thereto for the twelve months ended 31 December 2018. The Group's audited consolidated financial statements including notes thereto for FY 2017 and the unaudited consolidated financial statements including notes thereto for the twelve months ended 31 December 2018 are included elsewhere in this Offering Circular. The information in the Group's audited consolidated financial statements including notes thereto for FY 2017, and the unaudited consolidated financial statements including notes thereto for the twelve months ended 31 December 2018, has been reproduced from the audited financial statements of the Group for FY 2017 and the announcement of the unaudited consolidated financial statements of the Group for the twelve months ended 31 December 2018 respectively. They have not been specifically prepared for inclusion in this Offering Circular.

The consolidated financial statements for the twelve months ended 31 December 2018 have not been audited or subject to any review by the auditors of the Group. There can be no assurance that if such financial statements had been audited or reviewed that there would be no change in the financial statements and that such changes would not be material. Consequently, such statements should not be relied upon by potential purchasers to provide the same quality of information associated with information that has been subject to an audit or a full review. Potential purchasers must exercise caution when using such data to evaluate the Group's financial condition, results of operations and results. See "Risk Factors — The Group's interim financial statements have not been audited or reviewed".

Consolidated Profit and Loss Accounts

	Group		
	Twelve Months Ended	Financial Year Ended	
	31 December 2018	31 December 2017	31 December 2016
	Unaudited	Audited	
		(S\$'000)	
Sale of goods and services	30,479,056	26,272,529	20,587,032
Other income	87,742	207,531	47,265
Cost of goods sold	(27,985,803)	(23,757,685)	(18,363,777)
Net (loss)/gain from changes in fair value of biological assets .	61,270	(15,250)	14,141
Depreciation and amortisation.	(392,836)	(380,680)	(353,481)
Other expenses	(1,462,564)	(1,297,602)	(1,103,939)
Finance income	79,689	65,597	30,248
Finance costs	(548,464)	(531,178)	(446,248)
Share of results from jointly controlled entities and associates .	62,525	67,631	22,160
Profit before taxation	380,615	630,893	433,401
Income tax expense	(57,422)	(79,248)	(94,314)
Profit for the financial period	323,193	551,645	339,087
Attributable to:			
Owners of the Company	347,870	580,743	351,312
Non-controlling interests	(24,677)	(29,098)	(12,225)
	323,193	551,645	339,087
Earnings per share attributable to owners of the Company (cents)			
Basic	9.20	18.62	11.54
Diluted	9.08	17.92	11.14

Consolidated Balance Sheet

	Group		
	As At	As At	
	31 December 2018	31 December 2017	31 December 2016
	Unaudited	Audited	
		(\$'000)	
Non-current assets			
Property, plant and equipment	5,809,948	5,625,837	5,367,039
Intangible assets	1,199,912	1,207,283	1,313,608
Biological assets	511,931	471,656	450,564
Deferred tax assets	166,785	95,871	95,735
Investments in jointly controlled entities and associates	691,692	1,070,940	889,838
Long-term investments	135,777	257,519	148,492
Other non-current assets	27,786	25,852	30,400
	8,543,831	8,754,958	8,295,676
Current assets			
Trade receivables	2,435,168	1,901,925	1,656,457
Margin accounts with brokers	–	399,680	164,958
Inventories	6,468,157	6,044,681	7,414,311
Advance payments to suppliers	805,472	743,516	880,602
Cash and short-term deposits	2,480,374	1,986,351	2,144,051
Derivative financial instruments	1,835,043	1,619,249	1,926,151
Other current assets	878,772	848,187	986,678
	14,902,986	13,543,589	15,173,208
Current liabilities			
Trade payables and accruals	(3,633,860)	(2,184,352)	(2,201,494)
Margin accounts with brokers	(121,017)	–	–
Borrowings	(4,777,121)	(4,660,209)	(5,983,035)
Provision for taxation	(151,994)	(162,977)	(84,949)
Derivative financial instruments	(928,631)	(851,947)	(987,942)
Other current liabilities	(456,399)	(473,313)	(383,731)
	(10,069,022)	(8,332,798)	(9,641,151)
Net current assets	4,833,964	5,210,791	5,532,057
Non-current liabilities			
Deferred tax liabilities	(422,625)	(416,991)	(505,876)
Borrowings	(6,491,114)	(6,927,729)	(7,687,553)
	(6,913,739)	(7,344,720)	(8,193,429)
Net assets	6,464,056	6,621,029	5,634,304
Equity attributable to owners of the Company			
Share capital	3,748,994	3,674,206	3,087,894
Treasury shares	(166,280)	(187,276)	(190,465)
Capital Securities	1,046,406	1,045,773	930,416
Reserves	1,696,246	1,910,878	1,570,498
	6,325,366	6,443,581	5,398,343
Non-controlling interests	138,690	177,448	235,961
Total equity	6,464,056	6,621,029	5,634,304

RISK FACTORS

Before making an investment decision, investors should carefully consider all of the information set out in this Offering Circular, including the risk factors set forth below. Any of the risks described below could materially and adversely affect each of the Company's or Olam Treasury's ability to satisfy its obligations, including those under the Notes and have a material adverse effect on each of the Company's, Olam Treasury's or the Group's business, operations and prospects. In that event, the market price of the Notes could decline, and investors may lose all or part of their investments in the Notes. The risks and uncertainties described below are not the only risks and uncertainties each of the Company, Olam Treasury and the Group faces. In addition to the risks described below, there may be other risks and uncertainties not currently known to the Company, Olam Treasury or the Group or that the Company, Olam Treasury or the Group currently deem to be immaterial which may in the future become material risks. The risks discussed below also include forward-looking statements and the Company's, Olam Treasury's and the Group's actual results may differ substantially from those discussed in these forward-looking statements. Sub-headings are for convenience only and risk factors that appear under a particular sub-heading may also apply to one or more other sub-headings.

RISKS RELATING TO THE GROUP'S BUSINESS

The volume of products that the Group trades is affected by supply and demand conditions which may be beyond the Group's control

The Group's profitability is primarily driven by the volume of products transacted as the Group's profit margins at each stage of the Group's supply chain services are relatively fixed. Under volatile or uncertain market conditions, or when there is depressed demand or oversupply, the volume of physical goods being traded or to be traded may be reduced for long periods. As such, the Group may not be able to sell the Group's products or be forced to sell them at reduced prices which will result in the Group's profit margins being further reduced. The inability to sell the Group's products will prolong the Group's exposure to price risks. It may also cause severe cash flow problems, especially when the tenures for sale and purchase of the Group's products as agreed with the Group's bankers are exceeded. This may lead to banks recalling or refusing to extend the loans of the Group. As a result, the business, results of operations and financial position of the Group may be adversely affected.

Weather conditions have historically caused volatility in the agricultural commodity industry and consequently, in the Group's operating results, by causing crop failures or significantly reduced harvests. This can adversely affect the supply and pricing of the agricultural commodities that the Group sells and uses in its business and negatively affect the creditworthiness of its customers and suppliers. The availability and price of agricultural commodities are also subject to other unpredictable factors, such as plantings, government farm programmes and policies, demand from the biofuels industry, price volatility as a result of increased participation by non-commercial market participants in commodity markets and changes in global demand resulting from population growth and changes in standards of living. In addition, shortage and undersupply of agricultural commodities due to factors such as plant disease or conversely, excess crops due to exceptionally good weather conditions may lead to price fluctuations. These factors may cause volatility in the agricultural commodity industry and, consequently, in the Group's operating results.

The Group's financial statements for the year ended 31 December 2018 have not been audited or reviewed

In accordance with the Group's past practice, the Group announced its financial statements as of and for the period ended 31 December 2018 (the "**December Financial Statements**") on 28 February 2019. The Group's most recent audited financial statements were prepared as of and for the twelve month period ended 31 December 2017. The December Financial Statements which have been included in this Offering Circular have neither been audited nor subjected to any review by the auditors. There can be no assurance that if such financial statements had been audited or reviewed that there would be no change in the financial statements and that such changes would not be material. The December Financial Statements have been included in this Offering Circular for reference only and should not be relied upon by investors for making their investment decision. As of the date of this Offering Circular the Group's audited consolidated financial statements for FY 2017 are the Group's latest audited financial statements, and investors should be aware that there are no audited financial statements relating to the Group since that date.

The Group is vulnerable to industry cyclicality

The lead time required to build a processing plant can make it difficult to time capacity additions with market demand for the Group's products. When additional processing capacity becomes operational, a temporary imbalance between the supply and demand for processing capacity might exist, which, until the supply/demand balance is restored, negatively impacts processing margins. The Group's processing margins will continue to fluctuate following industry cycles, which could negatively impact the Group's business, results of operations and financial position.

The Group may not be able to effectively hedge the Group's risk of price fluctuations for some of the products that the Group trades

The prices of all the products that the Group trades fluctuate. For some products, such as cashews, sesame, peanuts, rice, wood products and dairy products, there are no futures markets and as such, there are no derivative instruments available for the Group to hedge the risks of adverse price fluctuations. Under such circumstances, the Group is fully exposed to price risks until the Group has sold the products that the Group has purchased or has bought products that the Group has contracted to sell. If the price of products the Group sells is lower than the price at which the Group procured them, the Group's business, results of operations and financial position may be adversely affected.

The use of futures contracts or other derivative instruments may not fully hedge the risks of price fluctuations

For products such as cotton, coffee and cocoa which have established futures markets, the Group uses derivative instruments to hedge the risks of adverse price fluctuations. However, the use of such derivative instruments as hedges may not be fully effective under certain circumstances such as:

- where the prices of the physical products and the corresponding futures prices do not move in the same direction and/or by the same magnitude for periods of time which could be prolonged due to, for instance, speculative activity in the futures market;
- where the product the Group trades does not correspond exactly to the futures market in terms of grade, type, market and quantity; and/or
- where the Group's hedges have to be rolled forward due to the Group's continued possession of the Group's physical products beyond the period of the initial hedge, thereby exposing the Group to price differences between the contract periods.

If any of the above risks should materialise, the Group's business, results of operations and financial position may be adversely affected.

Margin calls on futures contracts or other derivative instruments

The Group uses derivative instruments such as commodity futures, forward currency contracts and interest rate contracts to hedge its risks associated with commodity price, foreign currency and interest rate fluctuations. Excessive movements in commodity prices, foreign currency exchange rates or interest rates could result in margin calls being made on the Group by the relevant futures exchange or calls for posting of additional cash or non-cash collateral being made on the Group by its other derivatives counterparties. Such margin calls in turn result in sudden cash flow requirements which the Group may not be able to meet. In the event that the Group fails to meet any margin calls, the relevant futures exchange or other derivatives counterparty could terminate the outstanding derivatives position, which could result in losses being suffered by the Group.

Government policies and regulations affecting the agricultural sector and related industries could adversely affect the Group's operations and profitability

Agricultural production and trade flows are significantly affected by government policies and regulations. Governmental policies affecting the agricultural industry (such as taxes, tariffs, duties, subsidies and import and export restrictions on agricultural commodities and commodity products) can influence industry profitability, the planting of certain crops versus other uses of agricultural resources, the location

and size of crop production, whether unprocessed or processed commodity products are traded and the volume and types of imports and exports. In addition, international trade disputes can adversely affect agricultural commodity trade flows by limiting or disrupting trade between countries or regions. In the past, rising commodity prices and concerns about food security have prompted governments in several countries to introduce export bans on key agricultural commodities and commodity products. There is no assurance that such export bans may not become more prevalent whether across countries or products. Future government policies may adversely affect the supply of, demand for and prices of the Group's products, restrict the Group's ability to do business in the Group's existing and target markets and could cause the Group's financial results to suffer.

The Group faces competition in the Group's various product and geographic markets

The Group faces competition in its various product and geographic markets. The Group's competitors range from global trade houses to local distributors and buying agents. Please refer to the section entitled "The Company and the Group — Competition" beginning on page 175 of this Offering Circular. The Group also faces additional competition from the Group's existing customers, who are becoming more involved in sourcing to satisfy their own needs. In some of the developing economies where the Group operates, government controls on trade are gradually being released and trade is being opened up to new participants. As such, there are potential threats of new competitors entering the markets in which the Group operates. Increased competition may reduce the growth in customer base, reduce the profit margin and the market share that the Group currently enjoys, and result in higher selling and marketing expenses. There can be no assurance that other competitors will not surpass the Group's performance in the future. In the event that the Group fails to sustain its competitive advantages, the Group's business, results of operations and financial position may be materially and adversely affected.

In most of the countries in which the Group operates, the Group's operations are also subject to various licensing requirements. Complete deregulation or de-licensing of the countries from which the Group procures its products may lead to increased competition. This may have an adverse effect on the Group's business operations in these countries. As a result, the Group's business, results of operations and financial position may be adversely affected.

The Group is often unable to obtain accurate third-party data to corroborate the Group's market position

To meet the demands of the Group's customers in developed countries, the Group sources agricultural products and food ingredients from the point of collection from a supplier in numerous developing countries. As such, the Group is exposed to inefficient markets where the Group relies on its own employees to overcome the lack of political, legal and financial infrastructure to obtain accurate, reliable and available data. The Group may not always be able to verify all aspects of how and where the agricultural products that the Group sources are produced and under what conditions they are so produced. In addition, the Group may also not be able to verify the overall presence of other market participants. Given the fragmented nature of the markets for the Group's products, the Group is therefore often unable to obtain accurate third-party market data to corroborate the Group's perceived market positions.

The Group's business is dependent on its processing facilities and the Group is subject to the risks affecting operations at such facilities

The Group currently operates processing facilities in various countries. These facilities are subject to operating risks, such as industrial accidents, which could cause personal injury or loss of human life, the breakdown or failure of equipment, power supplies or processes, performance below expected levels of output or efficiency, obsolescence, labour disputes, natural disasters and the need to comply with new directives of relevant government authorities. The Group needs to carry out planned shutdowns of its various plants for routine maintenance, statutory inspections and testing and may need, from time to time, to shut down its various plants for capacity expansions and equipment upgrades.

In addition, due to the nature of its business and despite compliance with requisite safety requirements and standards, the Group's production process is still subject to operating risks, including discharges or releases of hazardous substances, exposure to particulates and the operation of mobile equipment and manufacturing machinery. These operating risks may cause personal injury or loss of human life and could result in the imposition of civil and criminal penalties. The occurrence of any of these events could have a material adverse effect on the productivity and profitability of a particular processing facility and on the Group's business, results of operations and financial position.

Although the Group takes precautions to minimise the risk of any significant operational problems at its production facilities, there can be no assurance that its business, results of operations and financial position would not be adversely affected by disruptions caused by operational problems at the Group's processing facilities.

The Group operates in many developing countries and the Group is subject to risks relating to conducting business in such countries

The Group has significant operations in emerging markets such as Africa and other developing countries. For example, in January 2016, the Company acquired the wheat milling and pasta manufacturing assets of the BUA Group in Nigeria — please refer to “*The Company and the Group — Major growth and capital raising milestones*” for further details. The Group believes that the Group has a significant customer and supplier base in these developing countries. In conducting the Group's business, the Group is subject to political, economic, legal, operational and other risks arising from operating in these countries. These risks may include, amongst others:

- civil unrest, military conflict, terrorism, change in political climate and general security concerns;
- default by government bodies who may be the only authorised trading counterparties in certain regulated markets;
- relatively less developed legal systems and business practices which may give rise to difficulties in enforcement of agreements entered into with counterparties;
- changes in duties payable and taxation rates;
- imposition of restrictions on currency conversion or the transfer of funds;
- fluctuation in the currency values;
- limitations and/or bans on imports and exports;
- expropriation or nationalisation of private enterprises or confiscation of private property or assets;
- reversal or change of laws, regulations or policies;
- relatively less developed business and communication infrastructure which may hamper the Group's efficiency and internal controls; and
- reinstatement of commodity boards or state monopolies for any of the Group's products.

Should any of the aforementioned risks materialise and if they either exceed the coverage of, or are not covered by, the Group's insurance policies, the Group's business, results of operations and financial position may be adversely affected. While such events did not have a material impact on the Group's operations in the past three financial years, there is no guarantee that they will not have a material effect on the Group's operations in the future.

The Group may not be able to successfully implement the 2019 – 2024 Strategic Plan

In January 2019, the Company announced the 2019 – 2024 Strategic Plan. The same was explained in a presentation which was posted on the SGX-NET on 25 January 2019. The 2019 – 2024 Strategic Plan sets out four pathways for the Group's future growth:

- Strengthening, streamlining and focusing the business portfolio by investing in high potential growth businesses and de-prioritising and divesting certain other businesses and assets that no longer fit with the Group's strategic priorities;
- Driving margin improvement by enhancing cost and capital efficiency;
- Generating additional revenue streams by offering differentiated products/services and from both existing and new channels; and
- Exploring partnerships and investments in new engines for growth.

The Group has also identified four enablers to execute the strategic pathways: (i) operational excellence; (ii) sustainability; (iii) digital transformation; and (iv) leadership and talent.

The 2019 — 2024 Strategic Plan involves investments in high potential growth businesses while de-prioritising and divesting select businesses and assets. The Group's execution of the new strategic plan may not be successful in achieving the targets as set out in the plan. The Group may not be able to generate a return on its new investments or divestments. Under such circumstances, the Group's business, results of operations and financial position may be adversely affected.

The Group may also face new uncertainties associated with its expansion plans and its participation in the new engines for growth.

From FY 2008 and in tandem with its growth strategy, the Group undertook certain expansion initiatives through the acquisition of various companies and the establishment of joint ventures. The Group's expansion initiatives involve numerous risks, including but not limited to, the financial costs of investment in machinery and equipment, construction of new facilities and working capital requirements. The success of the Group's acquisition and investment strategy depends on a number of factors, including:

- the Group's ability to identify suitable opportunities for investment or acquisition;
- whether the Group is able to reach an acquisition or investment agreement on terms that are satisfactory;
- the extent to which the Group is able to exercise control over the acquired company or business;
- the economic, business or other strategic objectives and goals of the acquired company or business compared to those of the Group; and
- the Group's ability to successfully integrate the acquired company or business with the Group.

In addition, there is no assurance that these initiatives undertaken will result in sales being commensurate with the investment costs. If the Group is unable to do so or cannot manage its costs, its business, results of operations and financial position will be adversely and materially affected as the Group will not be able to recover the costs of its investment.

In addition, since FY 2009 the Group has been participating in the commodity financial services ("**Commodity Financial Services**") business in which the Group undertakes funds management (risk management solutions are now classified as embedded services for the various businesses). These

activities may involve the Company taking proprietary views of the market. The performance of this business may therefore be subject to the volatility of the commodity markets. Although the Company believes that these businesses will leverage its understanding of commodity and derivative markets and risk management skills, the Company currently does not have a long operating history in managing Commodity Financial Services businesses. The operation and management of the Commodity Financial Services business may require trained personnel and there can be no assurance that the Company will be able to attract or retain personnel required to operate and manage such businesses.

Financial services may require monitoring and compliance with laws, rules and regulations thereby increasing the risk of non-compliance by the Group. The Group may also not be able to generate a return on its initial investments which may adversely affect its financial position. Further, failure to successfully operate and manage the commodities financial services business may result in a loss of reputation of the Group which may adversely affect its business, results of operations and financial position.

The Group may fail to manage any of its acquisitions

The Group continuously evaluates merger and acquisition opportunities and may decide to undertake mergers or acquisitions in the future, if suitable opportunities arise. These may require significant investments which may not result in favourable returns. Acquisitions involve risks, including:

- unforeseen contingent risks or latent liabilities relating to these businesses that may only become apparent after the merger or acquisition is finalised;
- potential difficulties in the integration and management of the operations and systems;
- potential difficulties in the retention of select personnel;
- potential difficulties in the co-ordination of sales and marketing efforts; and
- diversion of the Group's management's attention from other ongoing business concerns.

If the Group is unable to integrate the operations of an acquired business successfully or manage such future acquisitions profitably, the Group's growth plans may not be met and the Group's revenue and profitability may decline.

The Group may be adversely affected by the actions of the Group's counterparties

The counterparty risks that the Group may face include, among others, the following:

Contractual risks

The Group faces the risk that its counterparties, such as customers, suppliers and service providers, may fail to honour their contractual obligations to the Group. This may result in the Group not being able to net off the Group's positions and hence reduce the effectiveness of the Group's hedges. Non-execution of contracts by counterparties may lead to the Group in turn not being able to honour the Group's contractual obligations to third-parties. This may subject the Group to, among others, legal claims and penalties. The Group may also be subject to legal claims and penalties if the products which the Group has contracted to sell to its customers suffer losses in weight or quality during shipment and transportation by third-parties. See "*Risk Factors — The value of the Group's physical products may deteriorate across various stages of its supply chain*". As a result, the Group's business, results of operations and financial position may be adversely affected.

Credit risks

The Group's counterparties may default on credit which the Group may grant to them. Credit default may arise due to the failure of the Group's internal credit exposure monitoring system or mechanism, improper judgment or incomplete information on the trading risks of the Group's counterparties. In the countries from which the Group procures its products, the Group may make advances to farmers, agents, co-operatives and other suppliers. These advances may not be recoverable in the event of volatile price movements, disruptions or a sudden end to the crop season. The Group may also make advances to established suppliers or sell on credit to established customers, where it is commercially advantageous to do so. In all these situations, counterparty default on advances will adversely affect the Group's financial performance. Where loans are secured with collateral, the Group may not be able to recover the full value of the loan by liquidating the collateral. As a result, the Group's business, results of operations and financial position may be adversely affected.

The Group's operations are highly dependent on debt financing

The Group is highly dependent on debt financing in the form of highly leveraged short-term debt to fund the Group's working capital requirements. The Group may not be able to grow the Group's volumes if the Group is unable to obtain additional debt financing. This may have an adverse effect on the Group's profitability.

Since most of the Group's loans have a limited term, the Group needs sufficient liquidity to meet its loan repayment obligations. Adverse market conditions which hamper the liquidation of stocks or delay the recovery of credit may affect the Group's loan repayment schedules and this may in turn result in the banks withdrawing or requiring early repayment of the facilities granted to the Group. This poses liquidity risk for the Group even though the Group may be profitable. As the Group may also obtain loans of longer terms, the Group may be exposed to the risk of interest rate fluctuations. These may adversely affect the Group's business, results of operations and financial position. Please refer to the section "*Capitalisation and Indebtedness*" on page 127 of this Offering Circular.

The Group is exposed to interest rate risk

Some of the Group's existing debt and the Group's borrowings in future may carry floating interest rates, and consequently, the interest cost to the Group for such debt will be subject to fluctuations in interest rates. In addition, the Group is and may in future be subject to market disruption clauses contained in its loan agreements with banks. Such clauses will generally provide that to the extent that the banks may face difficulties in raising funds in the interbank market or are paying materially more for interbank deposits than the displayed screen rates, they may pass on the higher cost of funds to the borrower, notwithstanding the margins agreed. Where appropriate, the Group seeks to minimise its interest rate risk exposure by entering into interest rate swap contracts to swap floating interest rates for fixed interest rates over the duration of certain of its borrowings. However, the Group's hedging policy may not adequately cover its exposure to interest rate fluctuations and this may result in a large interest expense and an adverse effect on the Group's business, results of operations and financial position.

The Group may experience limited availability of funds

The Group may require additional financing to fund working capital requirements, to support the future growth of its business and/or to refinance existing debt obligations. There can be no assurance that additional financing, either on a short-term or a long-term basis, will be made available or, if available, that such financing will be obtained on terms favourable to the Group or that any additional financing will not be dilutive to its shareholders.

Factors that could affect the Group's ability to procure financing include the cyclicity of the agricultural products and food ingredients market and market disruption risks which could adversely affect the liquidity, interest rates and the availability of funding sources. In addition, consolidation in the banking

industry in any market in which the Group procures financing may also reduce the availability of credit as the merged banks seek to reduce their combined exposure to one company or sector.

In recent years, credit markets worldwide have experienced significant volatility, including a reduction in liquidity levels, increasing costs for credit protection and a general decline in lending activity between financial institutions and in commercial lending markets worldwide. These developments may result in the Group incurring increasing financing costs associated with the Group's significant levels of debt. Furthermore, there can be no assurance that the Group will be able to raise financing on favourable terms or at all, which could have a material adverse effect on the Group. Moreover, the Group's future credit facilities may contain covenants that limit its operating and financing activities and require the creation of security interests over its assets. The Group's ability to meet its payment obligations and to fund planned capital expenditures will depend on the success of the Group's business strategy and the Group's ability to generate sufficient revenues to satisfy its obligations, which are subject to many uncertainties and contingencies beyond the Group's control.

The Group is exposed to foreign exchange rate risk

In general, the Group's purchases are transacted in the local currencies of the respective countries from which the Group procures its products, and the Group's sales are transacted mainly in U.S. dollars, Sterling and Euros. This is with the exception of the Group's food staples and packaged foods business, where purchases are transacted in U.S. dollars and sales are transacted in the local currencies of the markets and countries in which the Group sells its products. Where possible and as a matter of policy, the Group uses forward contracts to hedge the Group's foreign currency exchange exposures arising from purchase and sale of products in currencies other than U.S. dollars. Where such instruments are not available, the Group will also attempt to create natural hedges by matching the value of sales and purchases to and from the same geographic market. Should the Group be unable to hedge the Group's currency exposures, the Group's business, results of operations and financial position may be adversely affected.

The Group's profitability may be affected by changes in tax regimes and certain special tax incentives

The Group's operations in various countries are subject to different tax regimes. Changes to or introduction of tax laws, changes in the interpretation or application of tax laws and revocation or amendment of tax treaties or tax incentives may adversely affect the Group's profitability.

For instance, as a recipient of the Global Trader Programme status awarded by International Enterprise Singapore, now known as Enterprise Singapore, the Group is, among other things, entitled to a concessionary corporate tax rate of 5 per cent. which is subject to certain conditions. This concession was renewed in FY 2018 for a period of five years and is due to expire on 31 December 2022. Should this concessionary tax rate be revised, revoked or not be renewed upon expiry, the Group will be subject to the normal corporate tax rate, which as at the date of this Offering Circular is 17 per cent., which may affect the Group's business, results of operations and financial position.

In addition, some of the specific projects undertaken by the Group enjoy certain tax exemptions, grants and subsidies for limited periods. If any of these tax exemptions are revised, revoked or not renewed upon expiry, the profitability of the relevant projects may be materially adversely affected, which may affect the Group's business, results of operations and financial position.

The Group is subject to volatility in shipping and logistics costs

Shipping, logistics, commission and claims expenses accounted for 13.0 per cent. and 10.8 per cent. of the Group's turnover for FY 2016 and FY 2017 respectively. As most of the Group's shipments are made using third-party land and sea transport providers, the Group is subject to fluctuations in the prices of shipping and logistics costs, which may in turn have an impact on the Group's results of operations. Shipping and logistics costs for commodities are usually market-driven and are highly cyclical. Shipping rates fluctuate in response to the level of demand for vessels and the availability of vessels to satisfy that demand. The

level of demand is influenced by many factors, including general economic conditions, global trading volumes and port usage. Shipping rates are the most variable element of expense in relation to a particular shipment and are relevant to the Group's results to the extent that they will affect the pricing and profit margin of the services provided by the Group.

Changes in shipping rates affect the shipping industry as a whole and the Group normally mitigates the effect by passing on a proportion of such changes to its customers. However, it may not always be possible for the Group to immediately offset a contract of affreightment with a corresponding charter party or sufficiently hedge against all changes in shipping costs. During certain periods, depending on market conditions, prevailing rates may be subject to change and should rates increase, the business, results of operations and financial position of the Group may be adversely affected even if such rates increases have a positive effect on the profitability and financial results of the chartering division of the Group. In addition, other factors such as port congestion, increases in fuel costs and piracy could materially adversely affect the ability of the Group to carry on its operations in a timely or cost-effective manner.

The value of the Group's physical products may deteriorate across various stages of its supply chain

The value of the products the Group delivers may differ from the Group's assessment for the following principal reasons:

Quality deterioration

The Group's products are subject to quality deterioration during storage and transit. Each of the Group's products has different physical characteristics and requires different kinds of storage, handling and transportation. For example, some products are sensitive to the external environment and their quality may deteriorate considerably during storage. The realisable value of the Group's products falls with quality deterioration through bad or inadequate quality management.

Weight loss

Weight loss constitutes a major operational risk. All the Group's products tend to lose some weight or volume due to natural causes. Pilferage and theft also contribute to weight loss during storage or transit. The Company's financial performance will be adversely affected if there are weight or volume losses to products which are not otherwise assumed and factored into the pricing of such products.

Variation in yield

The Group farms some of its products and may experience variation in yield depending on weather and other environmental impacts.

Some of the Group's products undergo processing operations, which affect their input and/or output ratio and their value. Such processing output is estimated at the time of buying the various products. Actual output may, however, deviate from the estimate.

Should any of the above occur, the Group's business, results of operations and financial position may be adversely affected.

The Group's insurances may not adequately cover all potential losses

The Group's insurance policies cover various risks, including but not limited to, fire, theft, civil disturbance, riots, inland transit and marine risks. The Group's insurance policies may not adequately compensate for any and every type of loss that the Group may incur. Any such loss not otherwise compensated may adversely affect the Group's business, results of operations and financial position.

The Group is subject to regulation by various regulatory bodies

The Group is subject to the rules of various trade associations and regulatory bodies, which regulate the terms and conditions of trade in some of the Group's products. Such associations include the Commodity Futures Trading Commission, the International Cotton Association, the European Coffee Federation, the Green Coffee Association of New York, the Federation of Cocoa Commerce Limited and the Nuts Association (formerly known as the Combined Edible Nuts Association). While membership in such associations is not material to the business of the Group, these associations help to facilitate dispute resolution through a recognised forum and allow trade participants to regulate, promote and develop best practices as an industry. If the Group is found to be in breach of any rules or regulations of such trade associations or regulatory bodies, the Group may be subject to fines, penalties or other sanctions. This may have an adverse impact on the Group's business, results of operations and financial position.

The Group is dependent on the Group's internal systems for the Group's operations

The Group's operations rely on its ability to process a substantial number of complex transactions involving different markets, countries and currencies. Consequently, the Group is dependent on the Group's risk management systems, operational systems, other data processing systems and the Group's financial accounting systems. If any of these systems do not operate properly or are disabled, the Group may suffer disruption to the Group's business operations, financial loss and/or damage to the Group's reputation. In addition, the Group's systems may not detect illegal, unauthorised or fraudulent activities by the Group's employees. The Group's present systems may not be able to cope with the Group's growth and expansion. As a result, the Group's business, results of operations and financial position may be adversely affected.

The Group is dependent on key personnel for the Group's operations and profitability

One of the key reasons for the Group's growth and success has been the Group's ability to retain a talented and motivated team of senior professional managers. The Group's continued success will depend on the Group's ability to retain key management staff and train new employees. If members of the Group's senior management team are unable or unwilling to continue in their present positions, the Group's business may be adversely affected. Moreover, the process of hiring employees with the required combination of skills and attributes may be time-consuming and competitive. The Group may not be able to attract additional qualified persons for overseas postings in developing economies. This will further constrain the Group's growth in those places. As a result, the Group's business, results of operations and financial position may be adversely affected.

The Group includes a holding company structure

The Company is a holding company and a large proportion of the Group's business is attributable to the Company. In order to satisfy its payment obligations, the Company may rely on dividends and other payments received from its subsidiaries and associated companies. Both the timing and ability of certain subsidiaries and associated companies to pay dividends is limited by applicable laws and may be limited by conditions contained in some of their agreements.

The Group enters into interested person transactions

The Group may from time to time enter into, and has ongoing contractual arrangements with interested persons. Such transactions are entered into on normal commercial terms and in accordance with the laws and regulations of the regulatory authorities in the jurisdiction to which the parties to such transactions are subject. Transactions with interested persons may give rise to conflicts of interest, which could lead to transactions being entered into and decisions made which are based on factors other than commercial factors. The Company reports all transactions with interested persons to its Audit Committee.

A change in the accounting standards may have a material impact on the future financial statements of the Company

Changes in accounting standards may materially impact the Company's financial statements. For example, Singapore Financial Reporting Standards (International) 16 – Leases (“**SFRS(I) 16**”) requires lessees to recognise most leases on balance sheets to reflect the rights to use (“**ROU**”) the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. SFRS(I) 16 includes two recognition exemptions for lessees – leases of ‘low value’ assets and short-term leases. SFRS(I) 16 is effective for annual periods beginning on or after 1 January 2019. The Group has performed a preliminary high-level impact assessment of the adoption of SFRS(I) 16 on its existing operating lease arrangements as lessee. Based on its preliminary assessment, the Group expects these operating leases to be recognised as ROU assets and corresponding lease liabilities which will result in an increase in total assets and total liabilities, EBITDA and gearing ratio. The Group plans to adopt SFRS(I) 16 when it becomes effective in 2019.

Investors should be aware that such a change in accounting treatment of the Company's operating leases may have a material impact on the future financial statements of the Company.

The Company's holding company and substantial shareholders may change

There is no assurance that the Company's holding company, Temasek Holdings, or substantial shareholders will not sell all or part of their stake in the Company. There is no guarantee that any change in controlling ownership arising from such sale (if any) will not adversely affect the performance of the Group.

Temasek Holdings could significantly influence the outcome of corporate actions in a manner which may conflict with the Group's interests and the interests of shareholders

As at the Latest Practicable Date, Temasek Holdings and its subsidiaries and associated companies owned approximately 53.64 per cent. of the Company's issued share capital.

Temasek Holdings would be able to significantly influence most matters requiring approval by the Company's shareholders, including matters relating to a potential change in control of the Company. No assurance can be given that the Temasek Holdings' objectives will not conflict with the Company's business goals and activities. Temasek Holdings may also be able to deter or delay a future takeover or change in control of the Company.

The Group's business, results of operations and financial position may be materially and adversely affected by the occurrence of epidemics

Past occurrences of epidemics, depending on their scale, have had varying degrees of impact on the national and local economies in the regions in which the Group operates. A recurrence of Severe Acute Respiratory Syndrome, Middle East Respiratory Syndrome, New Delhi Metallo-beta-lactamase-1, or an outbreak of any other epidemics, including the spread of viruses such as Ebola, Zika virus, H7N9 avian influenza virus and H1N1 swine influenza virus, especially in the regions in which the Group operates, may materially and adversely impact its business, results of operations and financial position.

The occurrence of any acts of God, war and terrorist attacks and any adverse political developments may adversely and materially affect the business, results of operations and financial position of the Group

Acts of God, such as natural disasters, are beyond the control of the Group. These may materially and adversely affect the economy, infrastructure and livelihood of the local population. The Group's business, results of operations and financial position may be adversely affected should such acts of God occur.

Further, there is no assurance that any war, terrorist attack or other hostilities in any part of the world, potential, threatened or otherwise, will not directly or indirectly, have an adverse effect on the Group's business, results of operations and financial position.

A certain portion of the Group's development projects and assets is located in countries which have suffered and continue to suffer from political instability and a certain proportion of its revenue is derived from its operations in these countries. Accordingly, the Group's business, results of operations and financial position are subject to political developments in these countries.

Increases in oil and food prices and general worldwide inflationary pressure could have an impact on the Group

Any future increases in oil and food prices globally may negatively affect the economic growth and stability of certain countries which the Group operates in, and as a result, may reduce the ability of consumers to purchase the Group's products. The economic and political conditions in these countries make it difficult to predict whether oil and food will continue to be available at prices that will not negatively affect economic growth and stability. There can be no assurance that future increases in oil and food prices in countries where the Group operates will not lead to political, social and economic instability, which in turn could have a material adverse effect on the Group's businesses, results of operations and financial position.

The Group may inadvertently deliver genetically modified organisms to those customers that request GMO-free products

The use of genetically modified organisms ("GMOs") in food and in animal feed has been met with varying degrees of acceptance in the different markets in which the Group operates. The United States and Argentina, for example, have approved the use of GMOs in food products and animal feed, and GMO and non-GMO grain is produced and frequently commingled during the grain origination process. However, adverse publicity about genetically modified food has led to governmental regulation that limits or prevents sales of GMO products in some of the markets in which the Group sells its products, including the European Union and its constituent nations. It is possible that new restrictions on GMO products will be imposed in major markets for the Group's products or that the Group's customers will decide to purchase lower levels of GMO products or not to buy GMO products.

In general, the Group does not test its agricultural commodities inventory for the presence of GMOs. It is possible that the Group may inadvertently deliver products that contain GMOs to those customers that request GMO-free products. As a result, the Group could lose customers and may incur liability. If the Group's current testing and segregation procedures are not effective, the Group may incur significant expenses related to upgrading its procedures and facilities. Recent events have also illustrated how GMO products that have not received regulatory approval may enter the food chain. If the Group encounters incidents of this type, they can be costly and time-consuming to rectify, may damage the Group's reputation and may subject the Group to litigation. If regulators in the countries that restrict or prohibit the sale of GMO products or customers who request GMO-free products do not have confidence in the Group's products, the Group could lose customers and could be prohibited from selling its products in those countries.

Environmental regulations impose additional costs and may affect the results of the Group's operations

Costs and liabilities related to the compliance with applicable environmental laws and regulations are an inherent part of the Group's business. Particularly in respect of the Group's processing activities, the Group is subject to various national, provincial and municipal environmental laws and regulations concerning issues such as damage caused by air emissions, noise emissions, waste-water discharges, solid and hazardous waste handling and disposal, and the investigation and remediation of contamination. These laws can impose liability for non-compliance with the regulations or clean-up liability on generation of hazardous waste and other substances that are disposed of either on or off-site, regardless of fault or the

legality of the disposal activities. Other laws may require the Group to investigate and remedy contamination at its properties or where it conducts its operations, including contamination that was caused in whole or in part by previous owners of its properties. Moreover, these laws and regulations are increasingly becoming more stringent and may in future create substantial environmental legislation and regulatory requirements. It is possible that such compliance may prove restrictive and/or costly.

In addition to the clean-up liability, the Group may become subject to monetary fines and penalties for violation of applicable laws, regulations or administrative orders. This may also result in closure or temporary suspension or adverse restrictions on its operations. The Group may also, in future, become involved in proceedings with various regulatory authorities that may require it to pay fines, comply with more rigorous standards or other requirements or incur capital and operating expenses for environmental compliance. In addition, third parties may sue the Group for damages and costs resulting from environmental contamination emanating from its properties and/or production facilities. Although there has been no claim that the Group's properties and production facilities are not in compliance in all material respects with all applicable environmental laws, unidentified environmental liabilities could arise which could have an adverse effect on the Group's business, results of operations and financial position.

The Group may not be able to maintain or obtain statutory and regulatory licences, permits and approvals required for its business

The Group requires certain statutory and regulatory licences, permits and approvals, which may be subject to certain conditions. While the Group has been able to maintain or obtain such licences, permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any such licences, permits or approvals in a timely manner, at all or on terms that are acceptable to the Group

The Group prepares periodical financial information in Singapore pursuant to applicable Singaporean regulatory rules. Investors should be cautious and not place any reliance on the financial information other than that disclosed in this Offering Circular

According to applicable Singaporean regulations, the Group prepares its consolidated management accounts on a quarterly basis. The quarterly consolidated management accounts are the Group's management accounts which have not been audited or reviewed by independent auditors. As such, any such financial information that might be published in Singapore should not be referred to or relied upon by potential purchasers to provide the same quality of information associated with any audited or reviewed information. The Group is not responsible to holders of the Notes for the unaudited and unreviewed financial information that may be published in the future from time to time in Singapore and therefore investors should not place any reliance on any such financial information. Such financial information is not an indicator or representation of the Group's full year performance.

RISKS RELATING TO THE NOTES ISSUED UNDER THE PROGRAMME

The Notes may not be a suitable investment for all investors

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;

- have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal, interest or distribution is payable in one or more currencies, or where the currency for principal, interest or distribution payments is different from the potential investor's currency;
- understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes may be complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to the purchaser's overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

Additionally, the investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowings and (3) other restrictions apply to its purchase of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

Modification, waivers and substitution

The Terms and Conditions of the Notes other than the Perpetual Securities and the Terms and Conditions of the Perpetual Securities contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Terms and Conditions of the Notes other than the Perpetual Securities and the Terms and Conditions of the Perpetual Securities also provide that the Trustee may, without the consent of Noteholders or Couponholders, agree to (i) any modification of any of the provisions of the Trust Deed that is of a formal, minor or technical nature or is made to correct a manifest error or to comply with any mandatory provision of law or as required by Euroclear and/or Clearstream and/or the CMU and/or the CDP, (ii) the substitution of a third party as principal debtor under the Notes in place of the Company, in the circumstances described in Condition 11 of the Terms and Conditions of the Notes other than the Perpetual Securities and Condition 10 of the Terms and Conditions of the Perpetual Securities and (iii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed that is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders.

A change in the governing law of the Notes may adversely affect Noteholders

The Terms and Conditions of the Notes other than the Perpetual Securities and the Terms and Conditions of the Perpetual Securities are governed by either English law or Singapore law, as specified in the applicable Pricing Supplement. No assurance can be given as to the impact of any possible judicial decision or change to English law or Singapore law, as applicable, or administrative practice after the date of issue of the relevant Notes.

Performance of contractual obligations

The ability of an Issuer to make payments in respect of the Notes may depend upon the due performance by the other parties to the transaction documents of the obligations thereunder including the performance by the Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, a Transfer Agent, the relevant Registrar, and/or the Calculation Agent of their respective obligations. Whilst the non-performance of any relevant parties will not relieve the relevant Issuer of its obligations to make payments in respect of the Notes, the relevant Issuer may not, in such circumstances, be able to fulfil its obligations to the Noteholders, the Receiptholders and the Couponholders.

Noteholders are exposed to financial risk

Interest or distribution payments and principal repayment for debts occur, if the terms so provide, at specified periods regardless of the performance of the relevant Issuer, (where applicable) the Guarantor and/or the Group. The relevant Issuer or (where applicable) the Guarantor may be unable to make interest or distribution payments or, where applicable, principal repayments under a Series of Notes should it suffer a serious decline in net operating cash flows, where applicable.

The Notes may be represented by Global Notes or Global Certificates and holders of a beneficial interest in a Global Note must rely on the procedures of the relevant Clearing System(s)

Notes issued under the Programme may be represented by one or more Global Notes or Global Certificates. Such Global Notes and Global Certificates will be deposited with a common depository for Euroclear and Clearstream or lodged with the CMU or CDP (each of Euroclear, Clearstream, the CMU and CDP, a “**Clearing System**”). Except in certain limited circumstances described in the relevant Global Note or Global Certificate, investors will not be entitled to receive Definitive Notes. The relevant Clearing System(s) will maintain records of their direct account holders in relation to the Global Notes and Global Certificates. While the Notes are represented by one or more Global Notes or Global Certificates, investors will be able to trade their beneficial interests only through the Clearing Systems.

While the Notes are represented by one or more Global Notes or Global Certificates, the relevant Issuer will discharge its payment obligations under the Notes by making payments to or to the order of the common depository for Euroclear and Clearstream or to the CMU or to CDP, as the case may be, for distribution to their account holders. A holder of a beneficial interest in a Global Note or Global Certificate must rely on the procedures of the relevant Clearing System(s) to receive payments under the relevant Notes. The relevant Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes or Global Certificates.

Noteholders of beneficial interests in the Global Notes and Global Certificates deposited with a Clearing System other than CDP will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by Euroclear or Clearstream or the CMU (as the case may be) to appoint appropriate proxies.

Singapore taxation risk

The Notes to be issued from time to time under the Programme, during the period from the date of this Offering Circular to 31 December 2023 are intended to be “qualifying debt securities” for the purposes of the ITA subject to the fulfilment of certain conditions more particularly described in the section “*Taxation — Singapore*”. However, there is no assurance that such Notes will continue to enjoy the tax concessions should the relevant tax laws be amended or revoked at any time. In addition, the tax concessions for qualifying debt securities may not be available for any particular tranche of Perpetual Securities if the Inland Revenue Authority of Singapore (“**IRAS**”) does not regard such tranche of the Perpetual Securities as debt securities for Singapore income tax purposes.

FATCA

Whilst the Notes are in global form and held within Euroclear Bank S.A./N.V. and Clearstream Banking S.A. (together, the “ICSDs”), in all but the most remote circumstances, it is not expected that sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 (“FATCA”) will affect the amount of any payment received by the ICSDs (see “*Taxation — FATCA*”). However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA), provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA withholding. Investors should consult their own tax adviser to obtain a more detailed explanation of FATCA and how FATCA may affect them. An Issuer’s obligations under the Notes are discharged once it has paid the common depository for the ICSDs (as bearer/registered holder of the Notes) and the relevant Issuer has therefore no responsibility for any amount thereafter transmitted through hands of the ICSDs and custodians or intermediaries.

Noteholders should be aware that Definitive Notes which have a denomination that is not an integral multiple of the minimum denomination may be illiquid and difficult to trade

Notes may be issued with a minimum denomination. The Pricing Supplement of a Tranche of Notes may provide that, for so long as the Notes are represented by a Global Note or Global Certificate and the relevant Clearing System(s) so permit, the Notes will be tradable in principal amounts (a) equal to, or integral multiples of, the minimum denomination, and (b) equal to the minimum denomination plus integral multiples of an amount lower than the minimum denomination.

Definitive Notes will only be issued if the permanent Global Note or the Global Certificate is held on behalf of Euroclear or Clearstream or the CMU or any other clearing system and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does so in fact or if such permanent Global Note or the Global Certificate is held by or on behalf of CDP and there shall have occurred and be continuing an Event of Default (as defined in the “*Terms and Conditions of the Notes other than the Perpetual Securities*”) entitling the Trustee to declare all the Notes other than the Perpetual Securities to be due and payable as provided in the Note Conditions or an Enforcement Event (as defined in the “*Terms and Conditions of the Perpetual Securities*”), or CDP is closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise), or CDP announces an intention permanently to cease business and no alternative clearing system is available, or CDP has notified the relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties set out in the relevant master depository services agreement and no alternative clearing system is available. The relevant Pricing Supplement may provide that, if Definitive Notes are issued, such Notes will be issued in respect of all holdings of Notes equal to or greater than the minimum denomination. However, Noteholders should be aware that Definitive Notes that have a denomination that is not an integral multiple of the minimum denomination may be illiquid and difficult to trade. Definitive Notes will in no circumstances be issued to any person holding Notes in an amount lower than the minimum denomination and such Notes will be cancelled and holders will have no rights against the relevant Issuer (including rights to receive principal, interest or distributions or to vote or attend meetings of Noteholders) in respect of such Notes.

The Trustee has a limited ability to monitor the books of accounts of the Issuers

Pursuant to clause 9.1 of the Trust Deed, each Issuer has undertaken to keep proper books of accounts. The Trustee's right to access such books of accounts is limited to circumstances where (a) an Event of Default or Potential Event of Default (both, in the case of Notes other than Perpetual Securities) or an Enforcement Event (in the case of Perpetual Securities) has occurred or (b) if the Trustee has received notice that such event as set out in (a) has occurred. The Trustee may therefore not be in a position to access such information, which may affect its ability to take certain actions under the Trust Deed, including coming to a determination as to whether or not any of the circumstances set out in Condition 10 of the Terms and Conditions of the Notes other than the Perpetual Securities and/or Condition 9 of the Terms and Conditions of the Perpetual Securities have occurred.

The Trustee may request Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction

In certain circumstances (including giving of notice to the relevant Issuer or (where applicable) the Guarantor or taking action pursuant to Condition 10 and Condition 12 of the Terms and Conditions of the Notes other than the Perpetual Securities or Condition 9(d) of the Terms and Conditions of the Perpetual Securities, as the case may be), the Trustee may (at its sole discretion) request Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction before it takes actions on behalf of Noteholders. The Trustee shall not be obliged to take any such actions if not indemnified and/or secured and/or prefunded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or prefunding can be a lengthy process and may impact on when such actions can be taken. The Trustee may not be able to take actions, notwithstanding the provision of an indemnity or security or prefunding to it, in breach of the terms of the Trust Deed and in circumstances where there is uncertainty or dispute as to the applicable laws or regulations and, to the extent permitted by the agreements and the applicable law, it will be for the Noteholders to take such actions directly.

Risks related to Notes which are linked to "benchmarks"

The London Interbank Offered Rate ("**LIBOR**"), the Euro Interbank Offered Rate ("**EURIBOR**") and other interest rate or other types of rates and indices which are deemed to be "benchmarks" are the subject of ongoing national and international regulatory reform. Following the implementation of any such potential reforms, the manner of administration of benchmarks may change, with the result that they may perform differently than in the past, or benchmarks could be eliminated entirely, or there could be other consequences which cannot be predicted. For example, on 27 July 2017, the UK Financial Conduct Authority announced that it will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021 (the "**FCA Announcement**"). The FCA Announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. The potential elimination of the LIBOR benchmark or any other benchmark, or changes in the manner of administration of any benchmark, could require an adjustment to the terms and conditions, or result in other consequences, in respect of any Notes linked to such benchmark (including but not limited to Floating Rate Notes whose interest rates are linked to LIBOR). Any such consequence could have a material adverse effect on the value of and return on any such Notes.

RISKS RELATED TO THE STRUCTURE OF A PARTICULAR ISSUE OF NOTES

Notes subject to optional redemption by the relevant Issuer may have a lower market value than Notes that cannot be redeemed

An optional redemption feature is likely to limit the market value of Notes. During any period when the relevant Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The relevant Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Dual currency notes have features which are different from single currency issues

An Issuer may issue Notes with principal, interest or distributions payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- (i) the market price of such Notes may be volatile;
- (ii) they may receive no interest or distributions;
- (iii) payment of principal, interest or distributions may occur at a different time or in a different currency than expected; and
- (iv) the amount of principal payable at redemption may be less than the principal amount of such Notes or even zero.

Failure by an investor to pay a subsequent instalment of partly-paid Notes may result in an investor losing all of its investment

An Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalments could result in an investor losing all of its investment.

Notes carrying an interest rate which may be converted from fixed to floating interest rates and vice-versa, may have lower market values than other Notes

Fixed/Floating Rate Notes may bear interest at a rate that an Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. An Issuer's ability to convert the interest rate will affect the secondary market and the market value of such Notes since the relevant Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the relevant Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than the prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the relevant Issuer converts from a floating rate to a fixed rate in such circumstances, the fixed rate may be lower than then prevailing rates on its Notes.

The market prices of Notes issued at a substantial discount or premium tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities

The market values of securities issued at a substantial discount or premium to their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

RISKS RELATED TO THE PERPETUAL SECURITIES

Perpetual Securities may be issued for which investors have no right to require redemption

An Issuer may issue Perpetual Securities under the Programme. The Perpetual Securities are perpetual and have no fixed final maturity date. Noteholders have no right to require the relevant Issuer to redeem Perpetual Securities at any time, and an investor who acquires Perpetual Securities may only dispose of such Perpetual Securities by sale. Noteholders who wish to sell their Perpetual Securities may be unable to do so at a price at or above the amount they have paid for them, or at all. Therefore, holders of Perpetual Securities should be aware that they may be required to bear the financial risks of an investment in Perpetual Securities for an indefinite period of time.

If specified in the relevant Pricing Supplement, Noteholders may not receive distribution payments if an Issuer elects to defer distribution payments

If Distribution Deferral is specified in the relevant Pricing Supplement, an Issuer may, at its sole discretion, elect to defer any scheduled distribution on the Perpetual Securities for any period of time. The relevant Issuer may be subject to certain restrictions in relation to the payment of dividends on its Junior Obligations and the redemption and repurchase of its Junior Obligations until any Arrears of Distribution and any Additional Distribution Amounts are satisfied. The relevant Issuer is not subject to any limit as to the number of times distributions can be deferred pursuant to the Terms and Conditions of the Perpetual Securities subject to compliance with the foregoing restrictions. Although distributions are cumulative, the relevant Issuer may defer its payment for an indefinite period of time by delivering the relevant deferral notices to the holders, and holders have no rights to claim any distribution, Arrears of Distribution or Additional Distribution Amount if there is such a deferral. Any such deferral of distribution (including Arrears of Distribution) shall not constitute a default for any purpose unless, in the case of a deferral, such payment is required in accordance with Condition 4(h) of the Terms and Conditions of the Perpetual Securities.

Any deferral of distribution will likely have an adverse effect on the market price of the Perpetual Securities. In addition, as a result of the distribution deferral provision of the Perpetual Securities, the market price of the Perpetual Securities may be more volatile than the market prices of other debt securities on which original issue discount or interest accrues that are not subject to such deferrals and may be more sensitive generally to adverse changes in the Issuer's or the Group's financial condition.

If specified in the relevant Pricing Supplement, the Perpetual Securities may be redeemed at an Issuer's option at date(s) specified in the relevant Pricing Supplement or on the occurrence of certain other events

The Terms and Conditions of the Perpetual Securities provide that the Perpetual Securities may, if Call Option is specified in the relevant Pricing Supplement, be redeemed at the option of an Issuer on certain date(s) specified in the relevant Pricing Supplement at their Early Redemption Amount.

In addition, the relevant Issuer also has the right to redeem the Perpetual Securities at their Early Redemption Amount upon the occurrence of:

- (i) any change in, or amendment to, the laws or regulations of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a decision of a court of competent jurisdiction) or the Perpetual Securities do not qualify as “qualifying debt securities” for the purposes of the ITA, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Perpetual Securities such that the relevant Issuer has or would become obliged to pay additional amounts in respect of the Perpetual Securities and such obligation cannot be avoided by the relevant Issuer taking reasonable measures available to it; or
- (ii) if Redemption for Accounting Reasons is specified in the relevant Pricing Supplement, any change or amendment to the Relevant Accounting Standards (as defined in the Terms and Conditions of the Perpetual Securities) such that the Perpetual Securities may no longer be recorded as “equity” of the relevant Issuer pursuant to the Relevant Accounting Standard.

The date on which the relevant Issuer elects to redeem the Perpetual Securities may not accord with the preference of individual Noteholders. This may be disadvantageous to Noteholders in light of market conditions or the individual circumstances of a Noteholder of Perpetual Securities. In addition, an investor may not be able to reinvest the redemption proceeds in comparable securities at an effective distribution rate at the same level as that of the Perpetual Securities.

There are limited remedies for non-payment under the Perpetual Securities

Any scheduled distribution will not be due if an Issuer elects to defer that distribution pursuant to the Terms and Conditions of the Perpetual Securities. Notwithstanding any of the provisions relating to non-payment defaults, the right to institute Winding-Up proceedings is limited to circumstances where payment has become due and the relevant Issuer fails to make the payment when due. The only remedy against the relevant Issuer available to any Noteholder of Perpetual Securities for recovery of amounts in respect of the Perpetual Securities following the occurrence of a payment default after any sum becomes due in respect of the Perpetual Securities will be instituting Winding-Up proceedings and/or proving in such Winding-Up and/or claiming in the liquidation of the relevant Issuer in respect of any payment obligations of the relevant Issuer arising from the Perpetual Securities.

An Issuer may raise other capital which affects the price of the Perpetual Securities

An Issuer may raise additional capital through the issue of other securities or other means. There is no restriction, contractual or otherwise, on the amount of securities or other liabilities which the relevant Issuer may issue or incur and which rank senior to, or *pari passu* with, the Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities may reduce the amount (if any) recoverable by Noteholders of Perpetual Securities on a Winding-Up of the relevant Issuer and may increase the likelihood of a deferral of distribution under the Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities might also have an adverse impact on the trading price of the Perpetual Securities and/or the ability of Noteholders to sell their Perpetual Securities.

The Subordinated Perpetual Securities are subordinated obligations

The obligations of an Issuer under the Subordinated Perpetual Securities will constitute unsecured and subordinated obligations of the relevant Issuer. In the event of the Winding-Up of an Issuer, the rights of the holders of Subordinated Perpetual Securities to receive payments in respect of the Subordinated Perpetual Securities will rank senior to the holders of all Junior Obligations and *pari passu* with the holders of all Parity Obligations, but junior to the claims of all other creditors, including, for the avoidance of doubt, the holders of Senior Perpetual Securities and/or Notes other than Perpetual Securities. In the event of a shortfall of funds or a Winding-Up, there is a real risk that an investor in the Subordinated

Perpetual Securities will lose all or some of its investment and will not receive a full return of the principal amount or any unpaid Arrears of Distribution, Additional Distribution Amounts (if applicable) or accrued distribution.

In addition, subject to the limit on the aggregate principal amount of Notes that can be issued under the Programme (which can be amended from time to time by the relevant Issuer without the consent of the Noteholders), there is no restriction on the amount of unsubordinated securities or other liabilities which the relevant Issuer may issue or incur and which rank senior to, or *pari passu* with, the Subordinated Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities may reduce the amount (if any) recoverable by holders of Subordinated Perpetual Securities on a Winding-Up of the relevant Issuer and/or may increase the likelihood of a deferral of distribution under the Subordinated Perpetual Securities.

Tax treatment of the Perpetual Securities is unclear

It is not clear whether any particular tranche of the Perpetual Securities (the “**Relevant Tranche of the Perpetual Securities**”) will be regarded as debt securities by the IRAS for the purposes of the ITA and whether the tax concessions available for qualifying debt securities under the qualifying debt securities scheme (as set out in “*Taxation — Singapore*”) would apply to the Relevant Tranche of the Perpetual Securities.

If the Relevant Tranche of the Perpetual Securities are not regarded as debt securities for the purposes of the ITA and holders thereof are not eligible for the tax concessions under the qualifying debt securities scheme, the tax treatment to holders may differ. Investors and holders of the Relevant Tranche of the Perpetual Securities should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of the Relevant Tranche of the Perpetual Securities.

A change in the law governing the subordination provisions of the Perpetual Securities may adversely affect Noteholders

The provisions of the Terms and Conditions of the Perpetual Securities that relate to subordination are governed by Singapore law. No assurance can be given as to the impact of any possible judicial decision or change to such law or administrative practice after the date of issue of the relevant Perpetual Securities.

The Trustee may refuse to act as trustee of certain Perpetual Securities based on the law governing the subordination provisions of the Perpetual Securities

In case the provisions of the Terms and Conditions of the Perpetual Securities that relate to subordination are governed by a law other than English law or Singapore law, the Trustee has the right to refuse to act as trustee of the relevant Perpetual Securities. In such cases, another trustee may act as the Trustee of the relevant Perpetual Securities, and no assurance can be given in relation to the appointment of such other trustee.

RISKS RELATING TO RENMINBI-DENOMINATED NOTES

Notes denominated in RMB (“**Renminbi Notes**”) may be issued under the Programme. Renminbi Notes contain particular risks for potential investors.

Renminbi is not freely convertible and there are significant restrictions on the remittance of Renminbi into and out of the PRC which may adversely affect the liquidity of Renminbi Notes

Renminbi is not freely convertible at present. The government of the PRC (the “**PRC Government**”) continues to regulate conversion between Renminbi and foreign currencies, including the Hong Kong dollar.

However, there has been significant reduction in control by the PRC Government in recent years, particularly over trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items.

On the other hand, remittance of Renminbi by foreign investors into the PRC for the settlement of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities on a case-by-case basis and is subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into the PRC for settlement of capital account items are being developed.

Although Renminbi was added to the Special Drawing Rights basket created by the International Monetary Fund in 2016 and policies further improving accessibility to Renminbi to settle cross-border transactions in foreign currencies were implemented by the People's Bank of China (“PBoC”) in 2018, there is no assurance that the PRC Government will continue to gradually liberalise control over cross-border remittance of Renminbi in the future, that the schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or out of the PRC. Despite Renminbi internationalisation pilot programme and efforts in recent years to internationalise the currency, there can be no assurance that the PRC Government will not impose interim or long-term restrictions on the cross-border remittance of Renminbi. In the event that funds cannot be repatriated out of the PRC in Renminbi, this may affect the overall availability of Renminbi outside the PRC and the ability of an Issuer to source Renminbi to finance its obligations under Notes denominated in Renminbi.

There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of the Renminbi Notes and an Issuer's ability to source Renminbi outside the PRC to service Renminbi Notes

As a result of the restrictions by the PRC Government on cross-border Renminbi fund flows, the availability of Renminbi outside the PRC is limited. While the PBoC has entered into agreements (the “Settlement Arrangements”) on the clearing of Renminbi business with financial institutions (the “Renminbi Clearing Banks”) in a number of financial centres and cities, including but not limited to Hong Kong, has established the Cross-Border Inter-Bank Payments System (CIPS) to facilitate cross-border Renminbi settlement and is further in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions, the current size of Renminbi denominated financial assets outside the PRC is limited.

There are restrictions imposed by PBoC on Renminbi business participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from PBoC, although PBoC has gradually allowed participating banks to access the PRC's onshore inter-bank market for the purchase and sale of Renminbi. The Renminbi Clearing Banks only have limited access to onshore liquidity support from PBoC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In cases where the participating banks cannot source sufficient Renminbi through the above channels, they will need to source Renminbi from outside the PRC to square such open positions.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC regulations will not be promulgated or the Settlement Arrangements will not be terminated or amended in the future which will have the effect of restricting availability of Renminbi outside the PRC. The limited availability of Renminbi outside the PRC may affect the liquidity of the Renminbi Notes. To the extent an Issuer is required to source Renminbi in the offshore market to service its Renminbi Notes, there is no assurance that the relevant Issuer will be able to source such Renminbi on satisfactory terms, if at all.

Investment in the Renminbi Notes is subject to exchange rate risks

The value of Renminbi against other foreign currencies fluctuates from time to time and is affected by changes in the PRC and international political and economic conditions as well as many other factors. Recently, the PBoC implemented changes to the way it calculates the Renminbi's daily mid-point against the U.S. dollar to take into account market-maker quotes before announcing such daily mid-point. This change, and others that may be implemented, may increase the volatility in the value of the Renminbi against foreign currencies. All payments of interest, distributions and principal will be made in Renminbi with respect to Renminbi Notes unless otherwise specified. As a result, the value of these Renminbi payments may vary with the changes in the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against another foreign currency, the value of the investment made by a holder of the Renminbi Notes in that foreign currency will decline.

Payments with respect to the Renminbi Notes may be made only in the manner designated in the Renminbi Notes

All payments to investors in respect of the Renminbi Notes will be made solely (i) for so long as the Renminbi Notes are represented by global certificates held with the common depositary for Clearstream Banking S.A. and Euroclear Bank SA/NV or any alternative clearing system, by transfer to a Renminbi bank account maintained in Hong Kong, (ii) for so long as the Renminbi Notes are represented by global certificates lodged with a sub-custodian for or registered with the CMU, by transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing CMU rules and procedures (iii) for so long as the Renminbi Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and regulations. An Issuer cannot be required to make payment by any other means (including in any other currency or by transfer to a bank account in the PRC).

Gains on the transfer of the Renminbi Notes may become subject to income taxes under PRC tax laws

Under the PRC Enterprise Income Tax Law, the PRC Individual Income Tax Law and the relevant implementing rules, as amended from time to time, any gain realised on the transfer of Renminbi Notes by non-PRC resident enterprise or individual Holders may be subject to PRC enterprise income tax (“EIT”) or PRC individual income tax (“IIT”) if such gain is regarded as income derived from sources within the PRC. The PRC Enterprise Income Tax Law levies EIT at the rate of 20 per cent. of the PRC-sourced gains derived by such non-PRC resident enterprise from the transfer of Renminbi Notes but its implementation rules have reduced the EIT rate to 10 per cent. The PRC Individual Income Tax Law levies IIT at a rate of 20 per cent. of the PRC-sourced gains derived by such non-PRC resident individual Holder from the transfer of Renminbi Notes.

However, uncertainty remains as to whether the gain realised from the transfer of Renminbi Notes by non-PRC resident enterprise or individual Holders would be treated as income derived from sources within the PRC and thus become subject to EIT or IIT. This will depend on how the PRC tax authorities interpret, apply or enforce the PRC Enterprise Income Tax Law, the PRC Individual Income Tax Law and the relevant implementing rules. According to the arrangement between the PRC and Hong Kong, for avoidance of double taxation, Holders who are residents of Hong Kong, including enterprise Holders and individual Holders, will not be subject to EIT or IIT on capital gains derived from a sale or exchange of the Notes.

Therefore, if enterprise or individual resident Holders which are non-PRC residents are required to pay PRC income tax on gains derived from the transfer of Renminbi Notes, unless there is an applicable tax treaty between PRC and the jurisdiction in which such non-PRC enterprise or individual holders of Renminbi Notes reside that reduces or exempts the relevant EIT or IIT, the value of their investment in Renminbi Notes may be materially and adversely affected.

RISKS RELATED TO THE MARKET GENERALLY

Set out below is a brief description of certain market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

Notes issued under the Programme have no current active trading market and may trade at a discount to their initial offering price and/or with limited liquidity

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Tranche, such Tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates and interest rate volatility, the market for similar securities, the Company's operating and financial results, the publication of earnings estimates or other research reports and speculation in the press of the investment community, changes in the Group's industry and competition, general market and economic conditions and the financial condition of the Group. If the Notes are trading at a discount, investors may not be able to receive a favourable price for their Notes, and in some circumstances investors may not be able to sell their Notes at all or at their fair market value.

Although an application has been made for permission to deal in and the quotation for any Notes that may be issued pursuant to the Programme on the Official List of the SGX-ST, there is no assurance that such application will be accepted, that any particular Tranche of Notes will be so admitted or that an active trading market will develop. In addition, global debt markets have experienced volatility in prices of securities similar to the Notes issued under the Programme. Accordingly, there is no assurance as to the development or liquidity of any trading market, or that disruptions will not occur, for any particular Tranche of Notes.

Securities law restrictions on the resale may impact Noteholders' ability to sell the Notes

The Notes have not been registered under the Securities Act, any state securities laws or the securities laws of any other jurisdiction. Unless and until they are registered, the Notes may not be offered, sold or resold except pursuant to an exemption from registration under the Securities Act and applicable state laws or in a transaction not subject to such laws. The Notes are being offered and sold only outside the U.S. in reliance on Regulation S under the Securities Act. Hence, future resales of the Notes may only be made pursuant to an exemption from registration under the Securities Act and applicable state laws or in a transaction not subject to such laws.

Exchange rate risks and exchange controls may result in investors receiving less interest, distribution or principal than expected

Each Issuer will pay principal, interest and distributions on the Notes in the currency specified in the relevant Pricing Supplement (the "**Specified Currency**"). This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency equivalent yield on the Notes, (2) the Investor's Currency equivalent value of the principal payable on the Notes and (3) the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest, distribution or principal than expected, or no interest, distribution or principal.

Changes in market interest rates may adversely affect the value of Fixed Rate Notes

Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of Fixed Rate Notes.

Interest rate risk

Noteholders may suffer unforeseen losses due to fluctuations in interest rates. Generally, a rise in interest rates may cause a fall in the price of the Notes, resulting in a capital loss for the Noteholders. However, the Noteholders may reinvest the interest payments at higher prevailing interest rates. Conversely, when interest rates fall, the price of the Notes may rise. The Noteholders may enjoy a capital gain but interest payments received may be reinvested at lower prevailing interest rates.

Inflation risk

Noteholders may suffer erosion on the return of their investments due to inflation. Noteholders would have an anticipated rate of return based on expected inflation rates on the purchase of the Notes. An unexpected increase in inflation could reduce the actual returns.

Global financial turmoil has led to volatility in international capital markets which may adversely affect the market price of any Series of Notes

Global financial turmoil has resulted in substantial and continuing volatility in international capital markets. Any further deterioration in global financial conditions could have a material adverse effect on worldwide financial markets, which may adversely affect the market price of any Series of Notes.

TERMS AND CONDITIONS OF THE NOTES OTHER THAN THE PERPETUAL SECURITIES

The following is the text of the terms and conditions that, save for the paragraphs in italics and subject to completion and amendment and as supplemented or varied in accordance with the provisions of the relevant Pricing Supplement, shall be applicable to the Notes in definitive form (if any) issued in exchange for the Global Note(s) or the Global Certificate representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the relevant Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes. References in these Conditions to “Notes” are to the Notes of one Series only, not to all Notes that may be issued under the Programme.

This Note is one of a series (“**Series**”) of Notes issued by either Olam International Limited (the “**Direct Issuance Notes**”) or Olam Treasury Pte. Ltd. (the “**Guaranteed Notes**”) pursuant to the Trust Deed (as defined below). References to the “**Issuer**” or the “**relevant Issuer**” shall mean only either Olam International Limited (the “**Company**”) or Olam Treasury Pte. Ltd. (“**Olam Treasury**”) as specified in the relevant Pricing Supplement. All capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Pricing Supplement. The Guaranteed Notes issued by Olam Treasury will be guaranteed in the Trust Deed (as defined below) by Olam International Limited (the “**Guarantor**”).

The Notes are constituted by an amended and restated trust deed dated 16 March 2018 (as further amended or supplemented as at the date of issue of the Notes (the “**Issue Date**”) between the Company, Olam Treasury, the Guarantor and The Bank of New York Mellon, London Branch (the “**Trustee**”, which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Noteholders (as defined below), [and, in the case of any Notes governed by Singapore law, as amended and supplemented by the Singapore amended and restated supplemental trust deed (as amended or supplemented as at the Issue Date (the “**Singapore Supplemental Trust Deed**”)) dated 16 March 2018 between the Company, Olam Treasury, the Guarantor and the Trustee]¹, the “**Trust Deed**”). These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bearer Notes, Certificates, Receipts, Coupons and Talons referred to below. An amended and restated agency agreement (as further amended or supplemented as at the Issue Date, the “**Agency Agreement**”) dated 16 March 2018 has been entered into in relation to the Notes between the Company, Olam Treasury, the Guarantor, the Trustee, The Bank of New York Mellon, London Branch as the initial issuing and paying agent and the other agents named in it. The issuing and paying agent, the CMU lodging and paying agent, the CDP paying agent, the other paying agents, the registrars, the transfer agent(s), and the calculation agent(s) for the time being (if any) are referred to below respectively as the “**Issuing and Paying Agent**”, the “**CMU Lodging and Paying Agent**”, the “**CDP Paying Agent**”, the “**Paying Agents**” (which expression shall include the Issuing and Paying Agent), the “**Registrars**”, the “**Transfer Agents**” (which expression shall include the Registrars), and the “**Calculation Agent(s)**” (such Issuing and Paying Agent, CMU Lodging and Paying Agent, CDP Paying Agent, Paying Agents, Registrars and Transfer Agent(s) being together referred to as the “**Agents**”). For the purposes of these Conditions, all references to the Issuing and Paying Agent shall (i) with respect to a Series of Notes to be held in the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (the “**CMU**”), be deemed to be a reference to the CMU Lodging and Paying Agent and (ii) with respect to a Series of Notes to be held in the computerised system operated by The Central Depository (Pte) Limited (the “**CDP**”), be deemed to be a reference to the CDP Paying Agent, and all such references shall be construed accordingly. Copies of the Trust Deed and the Agency Agreement are available for inspection during usual business hours at the principal office of the Trustee (presently at One Canada Square, London E14 5AL, United Kingdom) and at the specified offices of the Paying Agents and the Transfer Agents.

¹ The language indicated in brackets shall be included in the Terms and Conditions of the Notes other than the Perpetual Securities that are governed by Singapore law.

The Noteholders, the holders of the interest coupons (the “**Coupons**”) relating to interest bearing Notes in bearer form and, where applicable in the case of such Notes, talons for further Coupons (the “**Talons**”) (the “**Couponholders**”) and the holders of the receipts for the payment of instalments of principal (the “**Receipts**”) relating to Notes in bearer form of which the principal is payable in instalments are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of those provisions applicable to them of the Agency Agreement.

As used in these Conditions, “**Tranche**” means Notes which are identical in all respects.

1. Form, Denomination and Title

The Notes are issued in bearer form (“**Bearer Notes**”) or in registered form (“**Registered Notes**”) in each case in the Specified Denomination(s) shown hereon.

This Note is a Fixed Rate Note, a Floating Rate Note, a Zero Coupon Note, an Instalment Note, a Dual Currency Note or a Partly Paid Note, a combination of any of the foregoing or any other kind of Note, depending upon the Interest and Redemption/Payment Basis shown hereon.

Bearer Notes are serially numbered and are issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Zero Coupon Notes in which case references to interest (other than in relation to interest due after the Maturity Date), Coupons and Talons in these Conditions are not applicable. Instalment Notes are issued with one or more Receipts attached.

Registered Notes are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Notes by the same holder.

Title to the Bearer Notes and the Receipts, Coupons and Talons shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the relevant Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the “**Register**”). Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Note, Receipt, Coupon or Talon shall be deemed to be and may be treated as its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it (or on the Certificate representing it) or its theft or loss (or that of the related Certificate) and no person shall be liable for so treating the holder.

In these Conditions, “**Noteholder**” means the bearer of any Bearer Note and the Receipts relating to it or the person in whose name a Registered Note is registered (as the case may be), “**holder**” (in relation to a Note, Receipt, Coupon or Talon) means the bearer of any Bearer Note, Receipt, Coupon or Talon or the person in whose name a Registered Note is registered (as the case may be) and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Notes.

*Notwithstanding anything contained in these Conditions, for so long as any of the Notes is represented by a Global Note held on behalf of Euroclear Bank S.A./N.V. (“**Euroclear**”) and/or Clearstream Banking, S.A. (“**Clearstream**”) and/or the CMU and/or by or on behalf of CDP (as the case may be), each person (other than Euroclear or Clearstream or the CMU or CDP) who is for the time being shown in the records of Euroclear or of Clearstream or of the CMU or of CDP as the holder of a particular principal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream or the CMU or CDP as to the principal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the relevant Issuer, the Paying Agents, the Registrar, the Transfer Agents and the Trustee as the holder of such principal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such principal amount of such Notes, for which purpose the bearer of the relevant Global Note or the registered holder of*

the relevant Registered Global Note shall be treated by the relevant Issuer, any Paying Agent, any Transfer Agent, the Registrar and the Trustee as the holder of such principal amount of such Notes in accordance with and subject to the terms of the relevant Global Note and the expressions “Noteholder” and “holder of Notes” and related expressions shall be construed accordingly. Notes which are represented by a Global Note will be transferable only in accordance with the rules and procedures for the time being of Euroclear, Clearstream, the CMU and CDP as the case may be. References to Euroclear, Clearstream, the CMU and/or CDP shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement or as may otherwise be approved by the relevant Issuer, the Issuing and Paying Agent, the CMU Lodging and Paying Agent or the CDP Paying Agent, as the case may be, and the Trustee.

2. No Exchange of Notes and Transfers of Registered Notes

- (a) ***No Exchange of Notes:*** Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Specified Denomination may not be exchanged for Bearer Notes of another Specified Denomination. Bearer Notes may not be exchanged for Registered Notes.
- (b) ***Transfer of Registered Notes:*** One or more Registered Notes may, subject to Conditions 2(e) and 2(f), be transferred, each in whole or in part, upon the surrender (at the specified office of the Registrar or any other Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate, (or another form of transfer substantially in the *same* form and containing the same representations and certifications (if any), unless otherwise agreed by the relevant Issuer), duly completed and executed and any other evidence as the Registrar or such other Transfer Agent may require to prove the title of the transferor and the authority of the individuals that have executed the form of transfer. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Notes and entries on the Register will be made subject to the detailed regulations concerning transfers of Notes scheduled to the Agency Agreement. The regulations may be changed by the relevant Issuer, with the prior written approval of the Registrar and the Trustee, or by the Registrar with the prior written consent of the Trustee and the relevant *Issuer*. A copy of the current regulations will be made available by the Registrar to any Noteholder upon request.
- (c) ***Exercise of Options or Partial Redemption in Respect of Registered Notes:*** In the case of an exercise of an Issuer’s or Noteholders’ option in respect of, or a partial redemption of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Notes of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.
- (d) ***Delivery of New Certificates:*** Each new Certificate to be issued pursuant to Conditions 2(b) or 2(c) shall be available for delivery within five business days of receipt of the form of transfer or Exercise Notice (as defined in Condition 6(e)) and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Registrar or such other Transfer Agent (as the case may be) to whom delivery or surrender of such form of transfer, Exercise Notice and/or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer.

Exercise Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the Registrar or the other relevant Transfer Agent the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d), “**business day**” means a day, other than a Saturday, Sunday or public holiday on which banks are open for general business in Singapore and in the place of the specified office of the Registrar or the other relevant Transfer Agent (as the case may be).

- (e) **Transfers Free of Charge:** Transfers of Notes and Certificates on registration, transfer, exercise of an option or partial redemption shall be effected without charge by or on behalf of the relevant Issuer, the Registrar or the other Transfer Agents to Noteholders, but subject to (i) payment by the relevant Noteholder of any tax or other governmental charges that may be imposed in relation to it, (ii) the Registrar or the other Transfer Agents being satisfied with the documents of title and/or identity of the person making the application and (iii) such regulations as the relevant Issuer may from time to time agree with the Registrar, the other Transfer Agents and the Trustee.
- (f) **Closed Periods:** No Noteholder may require the transfer of a Registered Note to be registered (i) during the period of 15 days ending on (and including) the due date for redemption of, or payment of any Instalment Amount in respect of, that Note, (ii) during the period of 15 days prior to any date on which Notes may be called for redemption by the relevant Issuer at its option pursuant to Condition 6(d), (iii) after any such Note has been called for redemption or (iv) during the period of 15 days ending on (and including) any Record Date.

3. Status and Guarantee of the Notes

The Notes and the Receipts and the Coupons relating to them constitute direct, unconditional, unsubordinated and (subject to Condition 4) unsecured obligations of the relevant Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the relevant Issuer under the Notes and the Receipts and Coupons relating to them shall, subject to Condition 4, rank at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of the relevant Issuer, present and future, other than those preferred by applicable statute or law.

The Guarantor will, in respect of each Tranche of Guaranteed Notes, pursuant to the Trust Deed, unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by Olam Treasury in respect of the Notes (the “**Guarantee of the Notes**”). The Guarantee of the Notes constitutes direct, unsubordinated, unconditional and unsecured obligations of the Guarantor which will, at all times, rank at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

4. Negative Pledge

So long as any Note or Coupon remains outstanding (as defined in the Trust Deed), the Company will not, and will ensure that none of its Principal Subsidiaries will create, or have outstanding, any mortgage, charge, lien, pledge or other security interest, upon the whole or any part of its present or future undertaking, assets or revenues (including any uncalled capital) to secure any Relevant Indebtedness, or any guarantee or **indemnity** in respect of any Relevant Indebtedness, without at the same time or prior thereto according to the Notes the same security as is created or subsisting to secure any such Relevant Indebtedness, guarantee or indemnity or such other security as either (i) the Trustee shall in its absolute discretion deem not materially less beneficial to the interest of the Noteholders or (ii) shall be approved by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders.

In these Conditions:

“**Group**” means the Company and its Subsidiaries;

“**Principal Subsidiaries**” means (i) Olam Treasury and (ii) any Subsidiary of the Company whose profit before tax, as shown by the accounts of such Subsidiary (consolidated in the case of a company which itself has Subsidiaries), based upon which the latest audited consolidated accounts of the Group have been prepared, are at least 10 per cent. of the profit before tax and exceptional items of the Group as shown by such audited consolidated accounts, **provided that** if any such Subsidiary (the “**transferor**”) shall at any time transfer the whole or a substantial part of its business, undertaking or assets to another Subsidiary or the Company (the “**transferee**”) then:

- (a) if the whole of the business, undertaking and assets of the transferor shall be so transferred, the transferor shall thereupon cease to be a Principal Subsidiary and the transferee (unless it is the Company) shall thereupon become a Principal Subsidiary; and
- (b) if part only of the business, undertaking and assets of the transferor shall be so transferred, the transferor shall remain a Principal Subsidiary and the transferee (unless it is the Company) shall thereupon become a Principal Subsidiary.

Any Subsidiary which becomes a Principal Subsidiary by virtue of (a) above or which remains or becomes a Principal Subsidiary by virtue of (b) above shall continue to be a Principal Subsidiary until the date of issue of the first audited consolidated accounts of the Group prepared as at a date later than the date of the relevant transfer which show the profit before tax as shown by the accounts of such Subsidiary (consolidated in the case of a company which itself has Subsidiaries), based upon which such audited consolidated accounts have been prepared, to be less than 10 per cent. of the profit before tax and exceptional items of the Group, as shown by such audited consolidated accounts. A report by the Auditors (as defined in the Trust Deed), that in their opinion a Subsidiary is or is not a Principal Subsidiary shall, in the absence of manifest error, be conclusive. The Trustee shall be entitled to rely on any such report, without further enquiry and without liability to any Noteholder or any other person;

“**Relevant Indebtedness**” means any indebtedness which is in the form of, or represented or evidenced by, bonds, notes, debentures, loan stock or other debt securities which for the time being are, or are intended to be or capable of being, quoted, listed or dealt in or traded on any stock exchange or over-the-counter or other securities market; and

“**Subsidiary**” has the meaning ascribed to it in Section 5 of the Companies Act, Chapter 50 of Singapore.

5. Interest and other Calculations

- (a) **Interest on Fixed Rate Notes:** Each Fixed Rate Note bears interest on its outstanding principal amount from the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 5(h). To the extent it is provided hereon that the Rate of Interest is subject to one or more resets over the life of the Notes, the Calculation Agent shall, on the date specified hereon as the date for the determination of the relevant reset Rate of Interest, determine and publish such reset Rate of Interest in accordance with Condition 5(i).

(b) *Interest on Floating Rate Notes:*

- (i) *Interest Payment Dates:* Each Floating Rate Note bears interest on its outstanding principal amount from the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined, in the case of Floating Rate Notes by the Calculation Agent in accordance with this Condition 5(b) and Conditions 5(h) and 5(i). The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent and each other Paying Agent shall be entitled to rely on all determinations and calculations made by the Calculation Agent without any responsibility to verify any of the same and without liability to the Noteholders or any other person for so doing. Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown hereon, “**Interest Payment Date**” shall mean each date which falls the number of months or other period shown hereon as the Interest Period after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.
- (ii) *Business Day Convention:* If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (x) such date shall be brought forward to the immediately preceding Business Day and (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment, (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day, (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day or (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.
- (iii) *Rate of Interest for Floating Rate Notes:* The Rate of Interest in respect of Floating Rate Notes for each Interest Accrual Period shall be determined by the Calculation Agent in the manner specified hereon and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified hereon.

(A) *ISDA Determination for Floating Rate Notes*

Where ISDA Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period shall be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate. For the purposes of this Condition 5(b)(iii)(A), “**ISDA Rate**” for an Interest Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- (x) the Floating Rate Option is as specified hereon;
- (y) the Designated Maturity is a period specified hereon; and
- (z) the relevant Reset Date is the first day of that Interest Accrual Period unless otherwise specified hereon.

For the purposes of this Condition 5(b)(iii)(A), “**Floating Rate**”, “**Calculation Agent**”, “**Floating Rate Option**”, “**Designated Maturity**”, “**Reset Date**” and “**Swap Transaction**” have the meanings given to those terms in the ISDA Definitions.

(B) *Screen Rate Determination for Floating Rate Notes, where the Reference Rate is not specified as being SIBOR or SOR*

(x) Where Screen Rate Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be either:

(1) the offered quotation; or

(2) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page as at 11.00 a.m. (London time in the case of LIBOR, Brussels time in the case of EURIBOR or Hong Kong time in the case of HIBOR) on the Interest Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than LIBOR, EURIBOR or HIBOR, the Rate of Interest in respect of such Notes will be determined as provided hereon;

(y) if the Relevant Screen Page is not available or if, sub-paragraph (x)(1) of Condition 5(b)(iii)(B) applies and no such offered quotation appears on the Relevant Screen Page or if sub-paragraph (x)(2) of Condition 5(b)(iii)(B) above applies and fewer than three such offered quotations appear on the Relevant Screen Page in each case as at the time specified above, subject as provided below, the Calculation Agent shall request, if the Reference Rate is LIBOR, the principal London office of each of the Reference Banks or, if the Reference Rate is EURIBOR, the principal Euro-zone office of each of the Reference Banks or, if the Reference Rate is HIBOR, the principal Hong Kong office of each of the Reference Banks, to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time), or if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time), or if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the Interest Determination Date in question. If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Rate of Interest for such Interest Accrual Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and

(z) if paragraph (y) of Condition 5(b)(iii)(B) above applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the relevant Interest Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in, if the Reference Rate is LIBOR, the London inter-bank market or, if the Reference Rate is EURIBOR, the Euro-zone inter-bank market or, if the Reference Rate is HIBOR, the Hong Kong inter-bank market, as the case may be, or, if fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time), on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the relevant Issuer suitable for such purpose) informs the Calculation Agent it is quoting to leading banks in, if the Reference Rate is LIBOR, the London inter-bank market or, if the Reference Rate is EURIBOR, the Euro-zone inter-bank market or, if the Reference Rate is HIBOR, the Hong Kong inter-bank market, as the case may be, **provided that**, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Accrual Period).

(C) *Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SIBOR or SOR*

Each Floating Rate Note where the Reference Rate is specified as being SIBOR (in which case such Note will be a “**SIBOR Note**”) or SOR (in which case such Note will be a “**Swap Rate Note**”) bears interest at a floating rate determined by reference to a benchmark as specified hereon or in any case such other benchmark as specified hereon.

- (x) The Rate of Interest payable from time to time in respect of each Floating Rate Note under this Condition 5(b)(iii)(C) will be determined by the Calculation Agent on the basis of the following provisions:
- (1) In the case of Floating Rate Notes which are SIBOR Notes:
- (aa) the Calculation Agent will, at or about the Relevant Time on the relevant Interest Determination Date in respect of each Interest Accrual Period, determine the Rate of Interest for such Interest Accrual Period which shall be the offered rate for deposits in Singapore Dollars for a period equal to the duration of such Interest Accrual Period which appears on the Reuters Screen ABSIRFIX01 Page under the caption “ASSOCIATION OF BANKS IN SINGAPORE – SIBOR AND SWAP OFFER RATES – RATES AT 11:00 A.M. SINGAPORE TIME” and the column headed “SGD SIBOR” (or such other Relevant Screen Page);
- (bb) if no such rate appears on the Reuters Screen ABSIRFIX01 Page (or such other replacement page thereof), the Calculation Agent will, at or about the Relevant Time on such Interest Determination Date, determine the Rate of Interest for such Interest Accrual Period which shall be the rate which appears on the Reuters Screen SIBP Page under the caption “SINGAPORE DOLLAR INTER-BANK OFFERED RATES – 11:00 A.M.” and the row headed “SIBOR SGD” (or such other replacement page thereof), being the offered rate for deposits in Singapore Dollars for a period equal to the duration of such Interest Accrual Period;
- (cc) if no such rate appears on the Reuters Screen SIBP Page (or such other replacement page thereof or, if no rate appears, on such other Relevant Screen Page) or if Reuters Screen SIBP Page (or such other replacement page thereof or such other Relevant Screen Page) is unavailable for any reason, the Calculation Agent will request the principal Singapore offices of each of the Reference Banks to provide the Calculation Agent with the rate at which deposits in Singapore Dollars are offered by it at approximately the Relevant Time on the Interest Determination Date to prime banks in the Singapore inter-bank market for a period equivalent to the duration of such Interest Accrual Period commencing on such Interest Payment Date in an amount comparable to the aggregate principal amount of the relevant Floating Rate Notes. The Rate of Interest for such Interest Accrual Period shall be the arithmetic mean (rounded, if necessary, to the nearest four decimal places) of such offered quotations, as determined by the Calculation Agent;
- (dd) if on any Interest Determination Date two but not all the Reference Banks provide the Calculation Agent with such quotations, the Rate of Interest for the relevant Interest Accrual Period shall be determined in accordance with paragraph (cc) of this Condition 5(b)(iii)(C) on the basis of the quotations of those Reference Banks providing such quotations; and

(ee) if on any Interest Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotations, the Rate of Interest for the relevant Interest Accrual Period shall be the rate per annum which the Calculation Agent determines to be the arithmetic mean (rounded, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks or those of them (being at least two in number) to the Calculation Agent at or about the Relevant Time on such Interest Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding, for the relevant Interest Accrual Period, an amount equal to the aggregate principal amount of the relevant Floating Rate Notes for such Interest Accrual Period by whatever means they determine to be most appropriate or if on such Interest Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotation, the rate per annum which the Calculation Agent determines to be arithmetic mean (rounded, if necessary, to the nearest four decimal places) of the prime lending rates for Singapore Dollars quoted by the Reference Banks at or about the Relevant Time on such Interest Determination Date, **provided that**, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Accrual Period).

(2) In the case of Floating Rate Notes which are Swap Rate Notes:

(aa) the Calculation Agent will, at or about the Relevant Time on the relevant Interest Determination Date in respect of each Interest Accrual Period, determine the Rate of Interest for such Interest Accrual Period which shall be the rate which appears on the Reuters Screen ABSFIX1 Page under the caption "ASSOCIATION OF BANKS IN SINGAPORE – SIBOR AND SWAP OFFER RATES – RATES AT 11:00 A.M. SINGAPORE TIME" under the column headed "SGD SWAP OFFER" (or such replacement page thereof for the purpose of displaying the swap rates of leading reference banks) at or about the Relevant Time on such Interest Determination Date and for a period equal to the duration of such Interest Accrual Period;

(bb) if on any Interest Determination Date, no such rate is quoted on the Reuters Screen ABSFIX1 Page (or such other replacement page as aforesaid) or the Reuters Screen ABSFIX1 Page (or such other replacement page as aforesaid) is unavailable for any reason, the Calculation Agent will determine the Rate of Interest (which shall

be rounded up, if necessary, to the nearest four decimal places) for such Interest Accrual Period in accordance with the following formula:

In the case of Premium:

Rate of Interest =

$$\frac{365}{360} \times \text{SIBOR} + \frac{(\text{Premium} \times 36500)}{(\text{T} \times \text{Spot Rate})} + \frac{(\text{SIBOR} \times \text{Premium})}{(\text{Spot Rate})} \times \frac{365}{360}$$

In the case of Discount:

Rate of Interest =

$$\frac{365}{360} \times \text{SIBOR} - \frac{(\text{Discount} \times 36500)}{(\text{T} \times \text{Spot Rate})} - \frac{(\text{SIBOR} \times \text{Discount})}{(\text{Spot Rate})} \times \frac{365}{360}$$

where:

SIBOR = the rate which appears under the caption “SINGAPORE INTERBANK OFFER RATES (DOLLAR DEPOSITS) AT 11:00 A.M.” and the row headed “SIBOR USD” on the Reuters Screen SIBO Page of the Reuters Monitor Money Rates Service (or such other page as may replace the Reuters Screen SIBO Page for the purpose of displaying Singapore inter-bank U.S. Dollar offered rates of leading reference banks) at or about the Relevant Time on the relevant Interest Determination Date for a period equal to the duration of the Interest Accrual Period concerned;

Spot Rate = the rate (determined by the Calculation Agent) to be the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks and which appear on the Reuters Screen ABSFIX1 Page (or such other replacement page thereof for the purpose of displaying the spot rates and swap points of leading reference banks) at or about the Relevant Time on the relevant Interest Determination Date for a period equal to the duration of the Interest Accrual Period concerned;

Premium or Discount = the rate (determined by the Calculation Agent) to be the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks for a period equal to the duration of the Interest Accrual Period concerned which appear on the Reuters Screen ABSFIX1 Page (or such other replacement page thereof for the purpose of displaying the spot rates and swap points of leading reference banks) at or about the Relevant Time on the relevant Interest Determination Date for a period equal to the duration of the Interest Accrual Period concerned; and

T = the number of days in the Interest Accrual Period concerned.

(cc) if on any Interest Determination Date any one of the components for the purposes of calculating the Rate of Interest under this Condition 5(b)(iii)(C) is not quoted on the relevant Reuters Screen Page (or such other replacement page as aforesaid) or the relevant Reuters Screen Page (or such other replacement page as aforesaid) is unavailable for any reason, the Calculation Agent will request the principal Singapore offices of the Reference Banks to provide the Calculation Agent with quotations of their Swap Rates for the Interest Accrual Period concerned at or about the Relevant Time on that Interest Determination Date and the Rate of Interest for such Interest Accrual Period shall be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the Swap Rates quoted by the Reference Banks to the Calculation Agent. The “**Swap Rate**” of a Reference Bank means the rate at which that Reference Bank can generate Singapore Dollars for the Interest Accrual Period concerned in the Singapore inter-bank market at or about the Relevant Time on the relevant Interest Determination Date and shall be determined as follows:

In the case of Premium:

Swap Rate =

$$\frac{365}{360} \times \text{SIBOR} + \frac{(\text{Premium} \times 36500)}{(T \times \text{Spot Rate})} + \frac{(\text{SIBOR} \times \text{Premium})}{(\text{Spot Rate})} \times \frac{365}{360}$$

In the case of Discount:

Swap Rate =

$$\frac{365}{360} \times \text{SIBOR} - \frac{(\text{Discount} \times 36500)}{(T \times \text{Spot Rate})} - \frac{(\text{SIBOR} \times \text{Discount})}{(\text{Spot Rate})} \times \frac{365}{360}$$

where:

SIBOR	=	the rate per annum at which U.S. Dollar deposits for a period equal to the duration of the Interest Accrual Period concerned are being offered by that Reference Bank to prime banks in the Singapore inter-bank market at or about the Relevant Time on the relevant Interest Determination Date;
Spot Rate	=	the rate at which that Reference Bank sells U.S. Dollars spot in exchange for Singapore Dollars in the Singapore inter-bank market at or about the Relevant Time on the relevant Interest Determination Date;
Premium or Discount	=	the rate (determined by the Calculation Agent) to be the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks for a period equal to the duration of the Interest Accrual Period concerned which appear on the Reuters Screen ABSFIX1 Page (or such other replacement page thereof for the purpose of displaying the spot rates and swap points of leading reference banks) at or about the Relevant Time on the relevant Interest Determination Date for a period equal to the duration of the Interest Accrual Period concerned; and
T	=	the number of days in the Interest Accrual Period concerned; and

(dd) if on any Interest Determination Date one only or none of the Reference Banks provides the Calculation Agent with quotations of their Swap Rate(s), the Rate of Interest shall be determined by the Calculation Agent to be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks or those of them (being at least two in number) to the Calculation Agent at or about the Relevant Time on such Interest Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding an amount equal to the aggregate principal amount of the relevant Floating Rate Notes for such Interest Accrual Period by whatever means they determine to be most appropriate, or if on such Interest Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotation, the Rate of Interest for the relevant Interest Accrual Period shall be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the prime lending rates for Singapore Dollars quoted by the Reference Banks at or about the Relevant Time on such Interest Determination Date, **provided that**, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination

Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Accrual Period).

- (D) On the last day of each Interest Accrual Period, the relevant Issuer will pay interest on each Floating Rate Note to which such Interest Accrual Period relates at the Rate of Interest for such Interest Accrual Period.
- (c) **Zero Coupon Notes:** Where a Note the Interest Basis of which is specified to be Zero Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount of such Note. As from the Maturity Date, the Rate of Interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Amortisation Yield (as described in Condition 6(b)(i)).
- (d) **Dual Currency Notes:** In the case of Dual Currency Notes, if the rate or amount of interest falls to be determined by reference to a Rate of Exchange or a method of calculating Rate of Exchange, the rate or amount of interest payable shall be determined by the Calculation Agent in the manner specified hereon.
- (e) **Partly Paid Notes:** In the case of Partly Paid Notes (other than Partly Paid Notes which are Zero Coupon Notes), interest will accrue as aforesaid on the paid-up principal amount of such Notes and otherwise as specified hereon.
- (f) **Accrual of Interest:** Interest shall cease to accrue on each Note on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event interest shall continue to accrue (both before and after judgment) at the Rate of Interest in the manner provided in this Condition 5 to the Relevant Date (as defined in Condition 8).
- (g) **Margin, Maximum Rate of Interest/Minimum Rate of Interest, Instalment Amounts and Redemption Amounts and Rounding:**
- (i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Interest Accrual Periods), an adjustment shall be made to all Rates of Interest, in the case of (x), or the Rates of Interest for the specified Interest Accrual Periods, in the case of (y), calculated in accordance with Condition 5(b) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin, subject always to Condition 5(g)(ii).
- (ii) If any Maximum Rate of Interest or Minimum Rate of Interest, Instalment Amount or Redemption Amount is specified hereon, then any Rate of Interest, Instalment Amount or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
- (iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with halves being rounded up), (y) all figures shall be rounded to seven significant figures (with halves being rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save

in the case of yen, which shall be rounded down to the nearest yen. For these purposes “unit” means the lowest amount of such currency that is available as legal tender in the country of such currency.

- (h) **Calculations:** The amount of interest payable per Calculation Amount in respect of any Note for any Interest Accrual Period shall be equal to the product of the Rate of Interest, the Calculation Amount specified hereon, and the Day Count Fraction for such Interest Accrual Period, unless an Interest Amount (or a formula for its calculation) is applicable to such Interest Accrual Period, in which case the amount of interest payable per Calculation Amount in respect of such Note for such Interest Accrual Period shall equal such Interest Amount (or be calculated in accordance with such formula). Where any Interest Period comprises two or more Interest Accrual Periods, the amount of interest payable per Calculation Amount in respect of such Interest Period shall be the sum of the Interest Amounts payable in respect of each of those Interest Accrual Periods. In respect of any other period for which interest is required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which interest is required to be calculated.
- (i) **Determination and Publication of Rates of Interest, Interest Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts and Instalment Amounts:** The Calculation Agent shall, as soon as practicable on each Interest Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Interest Amounts for the relevant Interest Accrual Period, calculate the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or Instalment Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Rate of Interest and the Interest Amounts for each Interest Accrual Period and the relevant Interest Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or any Instalment Amount to be notified to the Trustee, the relevant Issuer, each of the Paying Agents, the Noteholders, any other Calculation Agent appointed in respect of the Notes that is to make a further calculation upon receipt of such information and, if the Notes are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than (i) the commencement of the relevant Interest Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Interest and Interest Amount, or (ii) in all other cases, the fourth Business Day after such determination. Where any Interest Payment Date or Interest Period Date is subject to adjustment pursuant to Condition 5(b)(ii), the Interest Amounts and the Interest Payment Date so published may subsequently be amended without notice in the event of an extension or shortening of the Interest Period. If the Notes become due and payable under Condition 10, the accrued interest and the Rate of Interest payable in respect of the Notes shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Interest or the Interest Amount so calculated need be made. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties and the Noteholders.
- (j) **Determination or Calculation by an agent appointed by the Trustee:** If the Calculation Agent does not at any time for any reason determine or calculate the Rate of Interest for an Interest Accrual Period or any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, the Trustee shall appoint an agent (at the cost of the relevant Issuer) on its behalf to do so and such determination or calculation by such agent shall be deemed to have been made by the Calculation Agent. In doing so, such agent shall apply the foregoing provisions of this Condition 5, with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the

circumstances. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by any agent pursuant to this Condition 5(j) shall (in the absence of manifest error) be final and binding upon all parties and the Noteholders. The Trustee shall not be responsible or liable to any Noteholder or the relevant Issuer or any other person for the accuracy of any determination or calculation made by any agent appointed pursuant to this Condition 5(j) or in the event that any such agent fails to make any determination or calculation contemplated in this Condition 5(j) or for any loss suffered by any Noteholder, the relevant Issuer or any other person arising directly or indirectly as a result of any determination or calculation made by any such agent hereunder.

- (k) **Definitions:** In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“Business Day” means:

- (i) a day (other than a Saturday, Sunday or public holiday) on which commercial banks and foreign exchange markets are open for general business in Singapore and in the city of the Issuing and Paying Agent’s specified office and, in the case of Notes cleared through the CMU, in the city of the CMU Lodging and Paying Agent’s specified office and, in the case of Notes cleared through CDP, in the city of the CDP Paying Agent’s specified office and, in case of Registered Notes, in the city of the Registrar’s specified office; and
- (ii) in the case of:
 - (a) a currency other than euro and Renminbi, a day (other than a Saturday, Sunday or public holiday) on which commercial banks and foreign exchange markets are open for general business in the principal financial centre for such currency; and/or
 - (b) euro, a day (other than a Saturday, Sunday or public holiday) on which the TARGET System is operating (a **“TARGET Business Day”**); and/or
 - (c) Renminbi, a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong; and/or
 - (d) a currency and/or one or more Business Centres, a day (other than a Saturday, Sunday or public holiday) on which commercial banks and foreign exchange markets settle payments in such currency in the Business Centre(s) or, if no currency is indicated, generally in each Business Centre.

“Day Count Fraction” means, in respect of the calculation of an amount of interest on any Note for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting an Interest Period or an Interest Accrual Period, the **“Calculation Period”**):

- (i) if **“Actual/Actual”** or **“Actual/Actual-ISDA”** is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365)
- (ii) if **“Actual/365 (Fixed)”** is specified hereon, the actual number of days in the Calculation Period divided by 365

- (iii) if “**Actual/360**” is specified hereon, the actual number of days in the Calculation Period divided by 360
- (iv) if “**30/360**”, “**360/360**” or “**Bond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and D₁ is greater than 29, in which case D₂ will be 30

- (v) if “**30E/360**” or “**Eurobond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case **D₂** will be 30

- (vi) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case **D₁** will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case **D₂** will be 30

- (vii) if “**Actual/Actual-ICMA**” is specified hereon,

(a) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Periods normally ending in any year; and

(b) if the Calculation Period is longer than one Determination Period, the sum of:

(x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year; and

(y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year

where:

“**Determination Date**” means the date(s) specified as such hereon or, if none is so specified, the Interest Payment Date(s); and

“Determination Period” means the period from and including a Determination Date in any year to but excluding the next Determination Date.

“euro” means the currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time.

“Euro-zone” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended.

“Interest Accrual Period” means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period Date and each successive period beginning on (and including) an Interest Period Date and ending on (but excluding) the next succeeding Interest Period Date.

“Interest Amount” means:

- (i) in respect of an Interest Accrual Period, the amount of interest payable per Calculation Amount for that Interest Accrual Period and which, in the case of Fixed Rate Notes, and unless otherwise specified hereon, shall mean the Fixed Coupon Amount or Broken Amount specified hereon as being payable on the Interest Payment Date ending the Interest Period of which such Interest Accrual Period forms part; and
- (ii) in respect of any other period, the amount of interest payable per Calculation Amount for that period.

“Interest Commencement Date” means the Issue Date or such other date as may be specified hereon.

“Interest Determination Date” means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, (i) the first day of such Interest Accrual Period if the Specified Currency is Sterling or Hong Kong Dollars or Renminbi or (ii) the day falling two Business Days in London and the relevant Financial Centre for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is neither Sterling nor euro nor Hong Kong Dollars nor Renminbi or (iii) the day falling two TARGET Business Days prior to the first day of such Interest Accrual Period if the Specified Currency is euro.

“Interest Period” means the period beginning on and including the Interest Commencement Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date.

“Interest Period Date” means each Interest Payment Date unless otherwise specified hereon.

“ISDA Definitions” means the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., unless otherwise specified hereon.

“Rate of Interest” means the rate of interest payable from time to time in respect of this Note and that is either specified or calculated in accordance with the provisions hereon.

“Reference Banks” means (i) in the case of a determination of LIBOR, the principal London office of four major banks in the London inter-bank market; (ii) in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone inter-bank

market; (iii) in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong interbank market; and (iv) in the case of a determination of the relevant Reference Rate, SIBOR or Swap Rate, the principal Singapore office of three major banks in the Singapore inter-bank market, in each case selected by the Calculation Agent or as specified hereon.

“**Reference Rate**” means the rate specified as such hereon.

“**Relevant Screen Page**” means such page, section, caption, column or other part of a particular information service as may be specified hereon or such other page, section, caption, column or other part as may replace it on that information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Reference Rate.

“**Relevant Time**” means 11.00 a.m. (Singapore time).

“**Specified Currency**” means the currency specified as such hereon or, if none is specified, the currency in which the Notes are denominated.

“**TARGET System**” means the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto.

- (1) **Calculation Agents:** The relevant Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for it or them hereon and for so long as any Note is outstanding. Where more than one Calculation Agent is appointed in respect of the Notes, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under these Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Interest for an Interest Accrual Period or to calculate any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the relevant Issuer shall appoint a leading bank or financial institution engaged in the inter-bank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent to act as such in its place. Any Calculation Agent appointed in respect of the Notes may not resign its duties without a successor having been appointed as aforesaid.

6. Redemption, Purchase and Options

- (a) **Redemption by Instalments and Final Redemption:**
 - (i) Unless previously redeemed, purchased and cancelled as provided in this Condition 6, each Note that provides for Instalment Dates and Instalment Amounts shall be partially redeemed on each Instalment Date at the related Instalment Amount specified hereon. The outstanding principal amount of each such Note shall be reduced by the Instalment Amount (or, if such Instalment Amount is calculated by reference to a proportion of the principal amount of such Note, such proportion) for all purposes with effect from the related Instalment Date, unless payment of the Instalment Amount is improperly withheld or refused, in which case, such amount shall remain outstanding until the Relevant Date relating to such Instalment Amount.

- (ii) Unless previously redeemed, purchased and cancelled as provided below, each Note shall be finally redeemed on the Maturity Date specified hereon at its Final Redemption Amount (which, unless otherwise provided hereon, is its principal amount) or, in the case of a Note falling within Condition 6(a)(i), its final Instalment Amount.

(b) **Early Redemption:**

(i) *Zero Coupon Notes:*

- (A) The Early Redemption Amount payable in respect of any Zero Coupon Note, the Early Redemption Amount of which is not linked to an index and/or a formula, upon redemption of such Note pursuant to Condition 6(c) or upon it becoming due and payable as provided in Condition 10 shall be the Amortised Face Amount (calculated as provided below) of such Note unless otherwise specified hereon.
- (B) Subject to the provisions of Condition 6(b)(i)(C), the Amortised Face Amount of any such Note shall be the scheduled Final Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Amortisation Yield (which, if none is shown hereon, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.
- (C) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 6(c) or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in Condition 6(b)(i)(B), except that such Condition shall have effect as though the date on which the Note becomes due and payable were the Relevant Date. The calculation of the Amortised Face Amount in accordance with this Condition 6(b)(i)(C) shall continue to be made (both before and after judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Final Redemption Amount of such Note on the Maturity Date together with any interest that may accrue in accordance with Condition 5(c).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown hereon.

- (ii) *Other Notes:* The Early Redemption Amount payable in respect of any Note (other than Notes described in Condition 6(b)(i)), upon redemption of such Note pursuant to Condition 6(c) or upon it becoming due and payable as provided in Condition 10, shall be the Final Redemption Amount unless otherwise specified hereon.
- (c) **Redemption for Taxation Reasons:** The Notes may be redeemed at the option of the relevant Issuer in whole, but not in part, on any Interest Payment Date (if this Note is a Floating Rate Note) or at any time (if this Note is not a Floating Rate Note), on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 6(b)) (together with interest accrued but unpaid (if any) to the date fixed for redemption), if the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor satisfies the Trustee immediately prior to the giving of such notice that it has or will become obliged to pay additional amounts provided or referred to in Condition 8 as a result of any change in, or amendment to, the laws or regulations of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a decision of a court of competent jurisdiction) or the Notes do not qualify as "qualifying debt

securities” for the purposes of the Income Tax Act, Chapter 134 of Singapore, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes, and such obligation cannot be avoided by the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor taking reasonable measures available to it, **provided that** no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor would be obliged to pay such additional amounts if a payment in respect of the Notes were then due. Prior to the publication of any notice of redemption pursuant to this Condition 6(c), the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor shall deliver to the Trustee a certificate signed by a director or two authorised signatories of the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor stating that the obligation referred to in (i) above of this Condition 6(c) cannot be avoided by the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor taking reasonable measures available to it, and an opinion of independent legal or tax advisors of recognised standing to the effect that such change or amendment has occurred (irrespective of whether such amendment or change is then effective) and the Trustee shall be entitled without further enquiry and without liability to any Noteholder or any other person to accept such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent set out in (i) and (ii) above of this Condition 6(c), in which event it shall be conclusive and binding on Noteholders and Couponholders.

- (d) ***Redemption at the Option of the Issuer:*** If Call Option is specified hereon, the relevant Issuer may, on giving not less than 30 nor more than 60 days’ irrevocable notice to the Noteholders (or such other notice period as may be specified hereon) redeem all or, if so provided, some of the Notes on any Optional Redemption Date. Any such redemption of Notes shall be at their Optional Redemption Amount together with interest accrued but unpaid (if any) to the date fixed for redemption. Any such redemption or exercise must relate to Notes of a principal amount at least equal to the Minimum Redemption Amount to be redeemed specified hereon and no greater than the Maximum Redemption Amount to be redeemed specified hereon.

All Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 6(d).

In the case of a partial redemption, the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes, or in the case of Registered Notes shall specify the principal amount of Registered Notes drawn and the holder(s) of such Registered Notes, to be redeemed, which shall have been drawn in such place and in such manner as determined by the relevant Issuer and notified in writing to the Trustee, subject to compliance with any applicable laws and stock exchange or other relevant authority requirements.

- (e) ***Redemption at the Option of Noteholders:*** If Put Option is specified hereon, the relevant Issuer shall, at the option of the holder of any such Note, upon the holder of such Note giving not less than 30 nor more than 60 days’ notice to the relevant Issuer (or such other notice period as may be specified hereon) redeem such Note on the Optional Redemption Date(s) at its Optional Redemption Amount together with interest accrued but unpaid (if any) to the date fixed for redemption.

To exercise such option, the holder must deposit (in the case of Bearer Notes) such Note (together with all unmatured Receipts and Coupons and unexchanged Talons) with any Paying Agent or (in the case of Registered Notes) the Certificate representing such Note(s) with the Registrar or any other Transfer Agent at its specified office, together with a duly completed option exercise notice (an “**Exercise Notice**”) in the form obtainable from any Paying Agent, the Registrar or any other Transfer Agent (as applicable) within the notice period. No Note or Certificate so deposited and option exercised may be withdrawn (except as provided in the Agency Agreement) without the prior consent of the relevant Issuer.

- (f) **Partly Paid Notes:** Partly Paid Notes will be redeemed, whether at maturity, early redemption or otherwise, in accordance with the provisions of this Condition 6(f) and the provisions specified hereon.
- (g) **Purchases:** The relevant Issuer and any Subsidiary (as the case may be) may at any time purchase Notes (**provided that** all unmatured Receipts and Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price.
- (h) **Cancellation:** All Notes purchased by or on behalf of the relevant Issuer or any Subsidiary may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Note together with all unmatured Receipts and Coupons and all unexchanged Talons to the Issuing and Paying Agent and, in the case of Registered Notes, by surrendering the Certificate representing such Notes to the Registrar and, in each case, if so surrendered, the same shall, together with all Notes redeemed by the relevant Issuer, be cancelled forthwith (together with all unmatured Receipts and Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Notes so surrendered for cancellation may not be reissued or resold and the obligations of the relevant Issuer and (in respect of each Tranche of Guaranteed Notes) the Guarantor in respect of any such Notes shall be discharged.

7. Payments and Talons

- (a) **Bearer Notes:** Payments of principal and interest in respect of Bearer Notes shall, subject as mentioned below, be made against presentation and surrender of the relevant Receipts (in the case of payments of Instalment Amounts other than on the due date for redemption and **provided that** the Receipt is presented for payment together with its relative Note), Notes (in the case of all other payments of principal and, in the case of interest, as specified in Condition 7(f)(vi)) or Coupons (in the case of interest, save as specified in Condition 7(f)(ii)), as the case may be:
 - (i) in the case of a currency other than Renminbi, at the specified office of any Paying Agent outside the United States by a cheque payable in the relevant currency drawn on, or, at the option of the holder, by transfer to an account denominated in such currency with, a Bank; and
 - (ii) in the case of Renminbi, by transfer to a Renminbi account maintained by or on behalf of the Noteholder with a bank in Hong Kong.

In this Condition 7(a) and in Condition 7(b), “**Bank**” means a bank in the principal financial centre for such currency or, in the case of euro, in a city in which banks have access to the TARGET System.

- (b) **Registered Notes:**
 - (i) Payments of principal (which for the purposes of this Condition 7(b) shall include final Instalment Amounts but not other Instalment Amounts) in respect of Registered Notes shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in Condition 7(b)(ii) below.
 - (ii) Interest (which for the purpose of this Condition 7(b) shall include all Instalment Amounts other than final Instalment Amounts) on Registered Notes shall be paid to the person shown on the Register at the close of business on the fifth (in the case of Renminbi) and fifteenth (in the case of a currency other than Renminbi) day before the

due date for payment thereof (the “**Record Date**”). Payments of interest on each Registered Note shall be made:

- (x) in the case of a currency other than Renminbi, in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Note at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any other Transfer Agent before the Record Date, such payment of interest may be made by transfer to an account in the relevant currency maintained by the payee with a Bank; and
- (y) in the case of Renminbi, by transfer to the registered account of the Noteholder.

In this Condition 7(b)(ii), “**registered account**” means the Renminbi account maintained by or on behalf of the Noteholder with a bank in Hong Kong, details of which appear on the Register at the close of business on the fifth business day before the due date for payment.

- (c) **Payments in the United States:** Notwithstanding the foregoing, if any Bearer Notes are denominated in U.S. Dollars, payments in respect thereof may be made at the specified office of any Paying Agent in New York City in the same manner as aforesaid if (i) the relevant Issuer shall have appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment of the amounts on the Notes in the manner provided above when due, (ii) payment in full of such amounts at all such offices is illegal or effectively precluded by exchange controls or other similar restrictions on payment or receipt of such amounts and (iii) such payment is then permitted by United States law, without involving, in the opinion of the relevant Issuer, any adverse tax consequence to the relevant Issuer.
- (d) **Payments subject to Fiscal Laws:** All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives, but without prejudice to the provisions of Condition 8. No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.
- (e) **Appointment of Agents:** The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrars, and the Transfer Agent initially appointed by the Issuers and the Guarantor and their respective specified offices are listed below. The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrars, and the Transfer Agents appointed under the Agency Agreement and any Calculation Agents appointed in respect of any Notes act solely as agents of the Issuers and the Guarantor and do not assume any obligation or relationship of agency or trust for or with any Noteholder or Couponholder. The Issuers and the Guarantor reserves the right at any time to vary or terminate the appointment of the Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, any other Paying Agent, any Registrar, any Transfer Agent or any Calculation Agent in accordance with the provisions of the Agency Agreement and to appoint additional or other Paying Agents or Transfer Agents, in each case in accordance with the Agency Agreement, **provided that** the Issuers and the Guarantor shall at all times maintain (i) an Issuing and Paying Agent, (ii) a Registrar in relation to Registered Notes, (iii) a Transfer Agent in relation to Registered Notes, (iv) a CMU Lodging and Paying Agent in relation to Notes accepted for clearance through the CMU, (v) a CDP Paying Agent in relation to Notes cleared through CDP, (vi) one or more Calculation Agent(s) where these Conditions so require, (vii) a Paying Agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, in the event that the Global Notes are exchanged for Definitive Notes, for so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require and (viii) such other agents as may be required by any other stock exchange on which the Notes may be listed.

In addition, the Issuers and the Guarantor shall forthwith appoint a Paying Agent in New York City in respect of any Bearer Notes denominated in U.S. Dollars in the circumstances described in Condition 7(c).

Notice of any such change or any change of any specified office shall promptly be given to the Noteholders.

(f) ***Unmatured Coupons and Receipts and unexchanged Talons:***

- (i) Upon the due date for redemption of Bearer Notes which comprise Fixed Rate Notes (other than Dual Currency Notes), such Notes should be surrendered to the relevant Paying Agent for payment together with all unexpired Coupons (if any) relating thereto, failing which an amount equal to the face value of each missing unexpired Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unexpired Coupon that the sum of principal so paid bears to the total principal due) shall be deducted from the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, due for payment. Any amount so deducted shall be paid in the manner mentioned above against surrender of such missing Coupon within a period of 10 years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 9).
 - (ii) Upon the due date for redemption of any Bearer Note comprising a Floating Rate Note or Dual Currency Note, unexpired Coupons relating to such Note (whether or not attached) shall become void and no payment shall be made in respect of them.
 - (iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
 - (iv) Upon the due date for redemption of any Bearer Note that is redeemable in instalments, all Receipts relating to such Note having an Instalment Date falling on or after such due date (whether or not attached) shall become void and no payment shall be made in respect of them.
 - (v) Where any Bearer Note that provides that the relative unexpired Coupons are to become void upon the due date for redemption of those Notes is presented for redemption without all unexpired Coupons, and where any Bearer Note is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the relevant Issuer, the Issuing and Paying Agent and/or the Registrar may require.
 - (vi) If the due date for redemption of any Note is not a due date for payment of interest, interest accrued from the preceding due date for payment of interest or the Interest Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate representing it, as the case may be. Interest accrued on a Note that only bears interest after its Maturity Date shall be payable on redemption of such Note against presentation of the relevant Note or Certificate representing it, as the case may be.
- (g) ***Talons:*** On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent on any business day in the location of the specified office of the Issuing and Paying Agent in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 9).

- (h) **Non-Business Days:** If any date for payment in respect of any Note, Receipt or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this Condition 7, “**business day**” means a day (other than a Saturday, Sunday or public holiday) on which, in the case of Notes to be cleared through Euroclear and Clearstream, Euroclear and Clearstream are operating or, in the case of Notes to be cleared through the CMU, the CMU is operating or, in the case of Notes to be cleared through CDP, CDP is operating and, in each case, on which banks and foreign exchange markets are open for general business in Singapore and in the relevant place of presentation (if presentation and/or surrender of such Note, Receipt or Coupon is required), in such jurisdictions as shall be specified as “**Financial Centres**” hereon and:
- (i) (in the case of a payment in a currency other than euro and Renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency; or
 - (ii) (in the case of a payment in euro) which is a TARGET Business Day; or
 - (iii) (in the case of a payment in Renminbi) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong.

8. Taxation

All payments of principal and interest by or on behalf of the relevant Issuer and (in respect of each Tranche of Guaranteed Notes) the Guarantor in respect of the Notes, the Receipts and the Coupons shall be made free and clear of, and without withholding or deduction for, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the relevant Issuer and (in respect of each Tranche of Guaranteed Notes) the Guarantor shall pay such additional amounts as will result in receipt by the Noteholders, Receiptholders and Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable with respect to any Note, Receipt or Coupon presented for payment:

- (a) **Other connection:** by or on behalf of, a holder who is liable to such taxes, duties, assessments or governmental charges in respect of such Note, Receipt or Coupon by reason of his having some connection with Singapore other than the mere holding of the Note, Receipt or Coupon; or where the withholding or deduction could be avoided by the holder making a declaration of non-residence or other similar claim for exemption to the appropriate authority which such holder is legally capable and competent of making but fails to do so; or
- (b) **Presentation more than 30 days after the Relevant Date:** more than 30 days after the Relevant Date (as defined below) except to the extent that the holder of it would have been entitled to such additional amounts on presenting it for payment on the last day of such period of 30 days.

For the purpose of these Conditions, “**Relevant Date**” in respect of any Note, Receipt or Coupon means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Noteholders that, upon further presentation of the Note (or relative Certificate), Receipt or Coupon being made in accordance with these Conditions, such payment will be made, **provided that** payment is in fact made upon such presentation. References in these Conditions to (i) “**principal**” shall be deemed to include any premium payable in respect of the Notes, all Instalment Amounts,

Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts, Amortised Face Amounts and all other amounts in the nature of principal payable pursuant to Condition 6 or any amendment or supplement to it, (ii) “**interest**” shall be deemed to include all Interest Amounts and all other amounts payable pursuant to Condition 5 or any amendment or supplement to it and (iii) “**principal**” and/or “**interest**” shall be deemed to include any additional amounts that may be payable under this Condition 8 or any undertaking given in addition to or in substitution for it under the Trust Deed.

Notwithstanding any other provision in these Conditions, the relevant Issuer and (in respect of each Tranche of Guaranteed Notes) the Guarantor shall be permitted to withhold or deduct any amounts required by the rules of U.S. Internal Revenue Code of 1986 Sections 1471 through 1474 (or any amended or successor provisions), pursuant to any inter-governmental agreement, or implementing legislation adopted by another jurisdiction in connection with these provisions, or pursuant to any agreement with the U.S. Internal Revenue Service (“**FATCA withholding**”). The relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor will have no obligation to pay additional amounts or otherwise indemnify a holder for any FATCA withholding deducted or withheld by the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor, a Paying Agent or any other party as a result of any person (other than an agent of the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor) not being entitled to receive payments free of FATCA withholding.

9. Prescription

Claims against the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor for payment in respect of the Notes, Receipts and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.

10. Events of Default

The Trustee at its discretion may, and if so requested in writing by the holders of not less than 25 per cent. in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution shall (subject to first being indemnified and/or secured and/or prefunded by the Noteholders to its satisfaction), give notice (a “**Default Notice**”) to the relevant Issuer that the Notes are, and they shall accordingly thereby become, immediately due and repayable at their Early Redemption Amount together (if applicable) with accrued but unpaid interest (subject as provided below) if any of the following events (each an “**Event of Default**”) has occurred:

- (a) the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor does not pay any principal sum or interest payable by it in respect of any of the Notes within five Business Days of its due date;
- (b) the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor does not perform or comply with any one or more of its other obligations under the Trust Deed or the Notes and, if such default is capable of remedy, it is not remedied within 21 days after written notice thereof shall have been given to the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor by the Trustee;
- (c) (i) any other indebtedness of the Company or any of its Principal Subsidiaries in respect of borrowed money is or is declared to be or becomes capable of being rendered due and payable prior to its stated maturity by reason of any actual default, event of default or the like (however described) or is not paid when due or, as a result of any actual default, event of default or the like (however described) any facility relating to any such indebtedness is or is declared to be or is capable of being cancelled or terminated before its normal expiry date or any person otherwise entitled to use any such facility is not so entitled; or

- (ii) the Company or any of its Principal Subsidiaries fails to pay when properly called upon to do so any guarantee of indebtedness for borrowed moneys.

However, no Event of Default will occur under this Condition 10(c) unless and until the aggregate amount of the indebtedness in respect of which one or more of the events mentioned above in Condition 10(c)(i) and Condition 10(c)(ii) has/have occurred equals or exceeds U.S.\$20,000,000 or its equivalent;

- (d) the Company or any of its Principal Subsidiaries is (or is, or could be, deemed by law or a court to be) insolvent or unable to pay its debts, stops, suspends or threatens to stop or suspend payment of all or a material part of (or of a particular type of) its indebtedness, begins negotiations or takes any other step with a view to the deferral, rescheduling or other readjustment of all or a material part of (or of a particular type of) its indebtedness (or of any part which it will or might otherwise be unable to pay when due), proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors or a moratorium is agreed or declared in respect of or affecting all or a material part of (or of a particular type of) the indebtedness of the Company or any Principal Subsidiary;
- (e) a distress, attachment, execution or other legal process is levied, enforced or sued out on or against all or a material part of the assets of the Company or any Principal Subsidiary and is not discharged or stayed within 21 days;
- (f) any security on or over all or a material part of the assets of the Company or any Principal Subsidiary becomes enforceable;
- (g) an order is made or a resolution is passed or a meeting is convened for the winding-up of the Company or any of its Principal Subsidiaries (except (i) for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved by an Extraordinary Resolution of Noteholders before that event occurs; or (ii) in the case of a Principal Subsidiary, whereby the undertaking and assets of the Principal Subsidiary (after taking into account the rights of any other shareholder(s) of such Principal Subsidiary) are transferred to or otherwise vested in the Company or another of its Subsidiaries in accordance with applicable law and regulation) or any step is taken by any person for the appointment of a liquidator (including a provisional liquidator), receiver, judicial manager, trustee, administrator, agent or similar officer of the Company or any Principal Subsidiary or over any material part of the assets of the Company or any Principal Subsidiary;
- (h) the Company or any Principal Subsidiary ceases or threatens to cease to carry on all or a substantial part of its business or (otherwise than in the ordinary course of its business) disposes or threatens to dispose of the whole or a substantial part of its property or assets (in each case, except (i) for the purposes of such a consolidation, amalgamation, merger or reconstruction as is referred to in Condition 10(g) above or (ii) in the case of a Principal Subsidiary, whereby the undertaking and assets of the Principal Subsidiary (after taking into account the rights of any other shareholder(s) of such Principal Subsidiary) are transferred to or otherwise vested in the Company or another of its Subsidiaries in accordance with applicable law and regulation);
- (i) any step is taken by any person with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or a material part of the assets of the Company or any of its Principal Subsidiaries **provided that** the occurrence of any event in relation to a Principal Subsidiary only shall not constitute an Event of Default under this Condition 10(i);
- (j) any action, condition or thing (including the obtaining of any necessary consent) at any time required to be taken, fulfilled or done by the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor in order (a) to enable the relevant Issuer or (in respect of each

Tranche of Guaranteed Notes) the Guarantor lawfully to enter into, exercise its rights and perform and comply with its obligations under the Notes and the Trust Deed, (b) to ensure that those obligations are legally binding and enforceable, and (c) in the case of Notes governed under the laws of England, to make the Notes and the Trust Deed admissible in evidence in the courts of England or in the case of Notes governed under the laws of Singapore, to make such Notes and the Trust Deed admissible in evidence in the courts of Singapore, is not taken, fulfilled or done or it is or will become unlawful for the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor to perform or comply with any one or more of its obligations under the Trust Deed or the Notes;

- (k) any of the Agency Agreement, the Trust Deed or any of the Notes ceases for any reason (or is claimed by the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor not) to be the legal and valid obligations of the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor, binding upon it in accordance with its terms;
- (l) the Guarantee of the Notes is not (or is claimed by the Guarantor not to be) in full force or effect;
- (m) the Company or any Principal Subsidiary is declared by the Minister of Finance of Singapore to be a declared company under the provisions of Part IX of the Companies Act, Chapter 50 of Singapore; and
- (n) any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of Conditions 10(d), 10(e), 10(f) and 10(g).

11. Meetings of Noteholders, Modification and Waiver

- (a) **Meetings of Noteholders:** The Trust Deed contains provisions for convening meetings of Noteholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Trust Deed) of a modification of any of these Conditions or any provisions of the Trust Deed. Such a meeting may be convened by Noteholders holding not less than 10 per cent. in principal amount of the Notes for the time being outstanding. The quorum for any meeting convened to consider an Extraordinary Resolution shall be two or more persons holding or representing more than 50 per cent. in principal amount of the Notes for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the principal amount of the Notes held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to amend the dates of maturity or redemption of the Notes, any Instalment Date or any date for payment of interest or Interest Amounts on the Notes, (ii) to reduce or cancel the principal amount of, or any Instalment Amount of, or any premium payable on redemption of, the Notes, (iii) to reduce the rate or rates of interest in respect of the Notes or to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Interest Amount in respect of the Notes, (iv) if a Minimum Rate of Interest and/or a Maximum Rate of Interest, Instalment Amount or Redemption Amount is shown hereon, to reduce any such Minimum Rate of Interest and/or Maximum Rate of Interest, (v) to vary any method of, or basis for, calculating the Final Redemption Amount, the Early Redemption Amount or the Optional Redemption Amount, including the method of calculating the Amortised Face Amount, (vi) to vary the currency or currencies of payment or denomination of the Notes, (vii) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass an Extraordinary Resolution, or (viii) to change the terms of the Guarantee of the Notes, in which case the necessary quorum shall be two or more persons holding or representing not less than 75 per cent., or at any adjourned meeting not less than 25 per cent., in principal amount of the Notes for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Noteholders (whether or not they were present at the meeting at which such resolution was passed) and on all Couponholders.

The Trust Deed provides that a resolution in writing signed by or on behalf of the Noteholders of not less than 90 per cent. in principal amount of the Notes outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

These Conditions may be amended, modified or varied in relation to any Series of Notes by the terms of the relevant Pricing Supplement in relation to such Series.

- (b) **Modification and Waiver:** The Trustee may agree, without the consent of the Noteholders or Couponholders, to (i) any modification of any of the provisions of the Notes, the Agency Agreement, the Trust Deed or these Conditions that is of a formal, minor or technical nature or is made to correct a manifest error or to comply with any mandatory provisions of applicable law or as required by Euroclear and/or Clearstream and/or the CMU and/or the CDP, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Notes, the Agency Agreement, the Trust Deed or these Conditions that is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders. Any such modification, authorisation or waiver shall be binding on the Noteholders and the Couponholders and, unless the Trustee otherwise requires, the relevant Issuer shall notify the Noteholders, or shall procure that notification be made to the Noteholders, of such modification, authorisation or waiver as soon as practicable.
- (c) **Substitution:** The Trust Deed contains provisions permitting the Trustee to agree, subject to such amendment of the Trust Deed and satisfaction of such other conditions as the Trustee may require, but without the consent of the Noteholders or Couponholders, to the substitution of certain entities in place of the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor, or of any previous substituted company, as principal debtor under the Trust Deed and the Notes and as a party to the Agency Agreement.
- (d) **Entitlement of the Trustee:** In connection with the exercise of its functions, rights, powers and discretions (including but not limited to those referred to in this Condition 11) the Trustee shall have regard to the interests of the Noteholders as a class and shall not have regard to the consequences of such exercise for individual Noteholders or Couponholders and the Trustee, acting for and on behalf of Noteholders, shall not be entitled to require on behalf of any Noteholder or Couponholder, nor shall any Noteholder or Couponholder be entitled to claim, from the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders or Couponholders.

12. Enforcement

At any time after the Notes become due and payable, the Trustee (i) may, at its discretion or (ii) shall, if so directed by an Extraordinary Resolution or so requested in writing by Noteholders holding at least 25 per cent. in principal amount of the Notes outstanding, and without further notice, institute such proceedings against the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor as it may think fit to enforce the terms of the Trust Deed, the Notes, the Receipts and the Coupons, but it need not take any such proceedings unless it shall have first been indemnified and/or secured and/or prefunded to its satisfaction. No Noteholder, Receiptholder or Couponholder may proceed directly against the relevant Issuer or (in respect of each Tranche of Guaranteed Notes) the Guarantor unless the Trustee, having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing.

13. Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor and any entity related to the relevant Issuer or the Guarantor without accounting for any profit.

The Trustee may rely without liability to Noteholders or Couponholders on any report, confirmation or certificate or any advice of any accountants, financial advisers, financial institution or any other expert, whether or not addressed to it and whether or not their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or any other person or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation or certificate or advice conclusively and without liability to the Noteholders or any other person. Any such report, confirmation or certificate or advice shall (in the absence of manifest error) be binding on the relevant Issuer, (in respect of each Tranche of Guaranteed Notes) the Guarantor, the Trustee, the Noteholders and the Couponholders.

14. Replacement of Notes, Certificates, Receipts, Coupons and Talons

If a Note, Certificate, Receipt, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of the Issuing and Paying Agent (in the case of Bearer Notes, Receipts, Coupons or Talons) and of the Registrar (in the case of Certificates) or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the relevant Issuer for the purpose and notice of whose designation is given to Noteholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Note, Certificate, Receipt, Coupon or Talon is subsequently presented for payment or, as the case may be, for exchange for further Coupons, there shall be paid to the relevant Issuer on demand the amount payable by the relevant Issuer in respect of such Notes, Certificates, Receipts, Coupons or further Coupons) and otherwise as the relevant Issuer, the Issuing and Paying Agent and/or the Registrar may require. Mutilated or defaced Notes, Certificates, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

15. Further Issues

The relevant Issuer may from time to time without the consent of the Noteholders or Couponholders create and issue further securities either having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Notes) or upon such terms as the relevant Issuer may determine at the time of their issue. References in these Conditions to the Notes include (unless the context requires otherwise) any other securities issued pursuant to this Condition 15 and forming a single series with the Notes. Any further securities forming a single series with the outstanding securities of any series (including the Notes) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Noteholders and the holders of securities of other series where the Trustee so decides.

16. Notices

Notices to the holders of Registered Notes shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notices to the holders of Bearer Notes shall be valid if published in a daily newspaper of general circulation in Singapore (which is expected to be *The Business Times*). If any such publication is not practicable, notice shall be validly given if published

in another leading daily English language newspaper with general circulation in Singapore. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above. The relevant Issuer shall also ensure that notices are duly published in a manner that complies with the rules and regulations of any stock exchange or other relevant authority on which the Notes are for the time being listed.

Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the holders of Bearer Notes in accordance with this Condition 16.

So long as the Notes are represented by a Global Note or a Global Certificate and such Global Note or Global Certificate is held (i) on behalf of Euroclear or Clearstream, or any other clearing system (except as provided in (ii) and (iii) below), notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by these Conditions or by delivery of the relevant notice to the holder of the Global Note or Global Certificate; (ii) on behalf of the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the CMU on the second business day preceding the date of despatch of such notice as holding interests in the relevant Global Note or Global Certificate; or (iii) by CDP, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the persons shown in the list of Noteholders provided by CDP. Any such notice will be deemed to have been given at 5:00 pm on the day the relevant clearing system receives such notice.

17. Contracts (Rights of Third Parties) Act

No person shall have any right to enforce any term or condition of the Notes under [the Contracts (Rights of Third Parties) Act 1999]¹ [Contracts (Rights of Third Parties) Act Chapter 53B of Singapore]².

18. Governing Law and Jurisdiction

- (a) **Governing Law:** The Trust Deed, the Agency Agreement, the Notes, the Receipts, the Coupons and the Talons and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, [English]¹ [Singapore]² law.
- (b) **Jurisdiction:** The Courts of [England] [Singapore] are to have jurisdiction to settle any disputes that may arise out of or in connection with any Notes, Receipts, Coupons or Talons and accordingly any legal action or proceedings arising out of or in connection with any Notes, Receipts, Coupons or Talons (“**Proceedings**”) may be brought in such courts. Each of the Company and Olam Treasury has in the Trust Deed irrevocably submitted to the jurisdiction of such courts.
- (c) **Service of Process:** Each of the Company and Olam Treasury has irrevocably appointed Olam Europe Limited as its agent in England to receive, for it and on its behalf, service of process in any Proceedings in England.

(1) The language indicated in brackets shall be included in the Terms and Conditions of the Notes other than the Perpetual Securities that are governed by English law.

(2) The language indicated in brackets shall be included in the Terms and Conditions of the Notes other than the Perpetual Securities that are governed by Singapore law.

TERMS AND CONDITIONS OF THE PERPETUAL SECURITIES

The following is the text of the terms and conditions that, save for the paragraphs in italics and subject to completion and amendment (including, without limitation, to reflect the terms of any Series of Perpetual Securities and to reflect any changes required to the terms and conditions to reflect the proposed equity, tax or accounting treatment for the Perpetual Securities of such Series) and as supplemented or varied in accordance with the provisions of the relevant Pricing Supplement, shall be applicable to the Perpetual Securities in definitive form (if any) issued in exchange for the Global Note(s) or the Global Certificate representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the relevant Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes. References in these Conditions to “Perpetual Securities” are to the Perpetual Securities of one Series only, not to all Perpetual Securities that may be issued under the Programme.

This Perpetual Security is one of a series (“**Series**”) of Perpetual Securities issued by either Olam International Limited (the “**Direct Issuance Perpetual Securities**”) or Olam Treasury Pte. Ltd. (the “**Guaranteed Perpetual Securities**”) pursuant to the Trust Deed (as defined below). References to the “**Issuer**” or the “**relevant Issuer**” shall mean only either Olam International Limited (the “**Company**”) or Olam Treasury Pte. Ltd. (“**Olam Treasury**”) as specified in the relevant Pricing Supplement. All capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Pricing Supplement and/or the Trust Deed and **provided that**, in the event of inconsistency between the Trust Deed and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail. The Guaranteed Perpetual Securities issued by Olam Treasury will be guaranteed in the Trust Deed (as defined below) by Olam International Limited (the “**Guarantor**”).

The Perpetual Securities are constituted by an amended and restated trust deed dated 16 March 2018 (as further amended or supplemented as at the date of issue of the Perpetual Securities (the “**Issue Date**”) dated 16 March 2018 between the Company, Olam Treasury, the Guarantor and The Bank of New York Mellon, London Branch (the “**Trustee**”, which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Noteholders (as defined below)[, and in the case of any Perpetual Securities governed by Singapore law, as amended and supplemented by the Singapore amended and restated supplemental trust deed (as amended or supplemented as at the Issue Date (the “**Singapore Supplemental Trust Deed**”))] dated 16 March 2018 between the Company, Olam Treasury, the Guarantor and the Trustee]¹ the “**Trust Deed**”). These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bearer Notes, Certificates, Coupons and Talons referred to below. An amended and restated agency agreement (as further amended or supplemented as at the Issue Date, the “**Agency Agreement**”) dated 16 March 2018 has been entered into in relation to the Perpetual Securities between the Company, Olam Treasury, the Guarantor, the Trustee, The Bank of New York Mellon, London Branch as the initial issuing and paying agent and the other agents named in it. The issuing and paying agent, the CMU lodging and paying agent, the CDP paying agent, the other paying agents, the registrars, the transfer agent(s), and the calculation agent(s) for the time being (if any) are referred to below respectively as the “**Issuing and Paying Agent**”, the “**CMU Lodging and Paying Agent**”, the “**CDP Paying Agent**”, the “**Paying Agents**” (which expression shall include the Issuing and Paying Agent), the “**Registrars**” and the “**Transfer Agents**” (which expression shall include the Registrars), and the “**Calculation Agent(s)**” (such Issuing and Paying Agent, CMU Lodging and Paying Agent, CDP Paying Agent, Paying Agents, Registrars and Transfer Agent(s) being together referred to as the “**Agents**”). For the purposes of these Conditions, all references to the Issuing and Paying Agent shall (i) with respect to a Series of Perpetual Securities to be held in the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (the “**CMU**”), be deemed to be a reference to the CMU Lodging and Paying Agent and (ii) with respect to a Series of Perpetual Securities to be held in the computerised system operated by The Central Depository

¹ The language indicated in brackets shall be included in the Terms and Conditions of the Perpetual Securities that are governed by Singapore law.

(Pte) Limited (the “**CDP**”), be deemed to be a reference to the CDP Paying Agent, and all such references shall be construed accordingly. Copies of the Trust Deed and the Agency Agreement are available for inspection during usual business hours at the principal office of the Trustee (presently at One Canada Square, London E14 5AL, United Kingdom) and at the specified offices of the Paying Agents and the Transfer Agents.

The Noteholders and the holders of the distribution coupons (the “**Coupons**”) relating to Perpetual Securities in bearer form and, where applicable in the case of such Perpetual Securities, talons for further Coupons (the “**Talons**”) (the “**Couponholders**”) relating to Perpetual Securities in bearer form are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of those provisions applicable to them of the Agency Agreement.

As used in these Conditions, “**Tranche**” means Perpetual Securities which are identical in all respects.

1. Form, Denomination and Title

The Perpetual Securities are issued in bearer form (“**Bearer Notes**”) or in registered form (“**Registered Notes**”) in each case in the Specified Denomination(s) shown hereon.

This Perpetual Security is a Fixed Note, a Floating Rate Note, a Dual Currency Note or a Partly Paid Note, a combination of any of the foregoing or any other kind of Perpetual Security, depending upon the Distribution and Redemption/Payment Basis shown hereon.

Bearer Notes are serially numbered and are issued with Coupons (and, where appropriate, a Talon) attached.

Registered Notes are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Notes by the same holder.

Title to the Bearer Notes and the Coupons and Talons shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the relevant Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the “**Register**”). Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Perpetual Security, Coupon or Talon shall be deemed to be and may be treated as its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it (or on the Certificate representing it) or its theft or loss (or that of the related Certificate) and no person shall be liable for so treating the holder.

In these Conditions, “**Noteholder**” means the bearer of any Bearer Note or the person in whose name a Registered Note is registered (as the case may be), “**holder**” (in relation to a Perpetual Security, Coupon or Talon) means the bearer of any Bearer Note, Coupon or Talon or the person in whose name a Registered Note is registered (as the case may be) and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Perpetual Securities.

*Notwithstanding anything contained in these Conditions, for so long as any of the Perpetual Security is represented by a Global Note held on behalf of Euroclear Bank SA/NV. (“**Euroclear**”) and/or Clearstream Banking S.A. (“**Clearstream**”) and/or the CMU and/or by or on behalf of CDP (as the case may be), each person (other than Euroclear or Clearstream or the CMU or CDP) who is for the time being shown in the records of Euroclear or of Clearstream or of the CMU or of CDP as the holder of a particular principal amount of such Perpetual Securities (in which regard any certificate or other document issued by Euroclear or Clearstream or the CMU or CDP as to the principal amount of such Perpetual Securities standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the relevant Issuer,*

the Paying Agents, the Registrar, the Transfer Agents and the Trustee as the holder of such principal amount of such Perpetual Securities for all purposes other than with respect to the payment of principal or distribution on such principal amount of such Perpetual Securities, for which purpose the bearer of the relevant Global Note or the registered holder of the relevant Registered Global Note shall be treated by the relevant Issuer, any Paying Agent, any Transfer Agent, the Registrar and the Trustee as the holder of such principal amount of such Perpetual Securities in accordance with and subject to the terms of the relevant Global Note and the expressions “Noteholder” and “holder of Perpetual Securities” and related expressions shall be construed accordingly. Perpetual Securities which are represented by a Global Note will be transferable only in accordance with the rules and procedures for the time being of Euroclear, Clearstream, the CMU and CDP as the case may be. References to Euroclear, Clearstream, the CMU and/or CDP shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement or as may otherwise be approved by the relevant Issuer, the Issuing and Paying Agent, the CMU Lodging and Paying Agent or the CDP Paying Agent, as the case may be, and the Trustee.

2. No Exchange of Perpetual Securities and Transfers of Registered Notes

- (a) ***No Exchange of Perpetual Securities***: Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Specified Denomination may not be exchanged for Bearer Notes of another Specified Denomination. Bearer Notes may not be exchanged for Registered Notes.
- (b) ***Transfer of Registered Notes***: One or more Registered Notes may, subject to Conditions 2(e) and 2(f) be transferred each in whole or in part upon the surrender (at the specified office of the Registrar or any other Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate, (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the relevant Issuer), duly completed and executed and any other evidence as the Registrar or such other Transfer Agent may require to prove the title of the transferor and the authority of the individuals that have executed the form of transfer. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Perpetual Securities and entries on the Register will be made subject to the detailed regulations concerning transfers of Perpetual Securities scheduled to the Agency Agreement. The regulations may be changed by the relevant Issuer, with the prior written approval of the Registrar and the Trustee or by the Registrar with the prior written consent of the Trustee, the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor. A copy of the current regulations will be made available by the Registrar to any Noteholder upon request.
- (c) ***Exercise of Options or Partial Redemption in Respect of Registered Notes***: In the case of an exercise of an Issuer’s option in respect of, or a partial redemption of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Perpetual Securities of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

- (d) **Delivery of New Certificates:** Each new Certificate to be issued pursuant to Condition 2(b) or Condition 2(c) shall be available for delivery within five business days of receipt of the form of transfer and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Registrar or such other Transfer Agent (as the case may be) to whom delivery or surrender of such form of transfer and/or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the Registrar or the other relevant Transfer Agent the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d), “**business day**” means a day, other than a Saturday, Sunday or public holiday, on which banks are open for general business in Singapore and in the place of the specified office of the Registrar or the other relevant Transfer Agent (as the case may be).
- (e) **Transfers Free of Charge:** Transfers of Perpetual Securities and Certificates on registration, transfer, exercise of an option or partial redemption shall be effected without charge by or on behalf of the relevant Issuer, the Registrar or the other Transfer Agents to Noteholders, but subject to (i) payment by the relevant Noteholder of any tax or other governmental charges that may be imposed in relation to it, (ii) the Registrar or the other Transfer Agents being satisfied with the documents of title and/or identity of the person making the application and (iii) such regulations as the relevant Issuer may from time to time agree with the Registrar, the other Transfer Agents and the Trustee.
- (f) **Closed Periods:** No Noteholder may require the transfer of a Registered Note to be registered (i) during the period of 15 days ending on (and including) the due date for redemption of that Registered Note, (ii) during the period of 15 days prior to any date on which the Perpetual Securities may be called for redemption by the relevant Issuer at its option pursuant to Condition 5(e), (iii) after any such Registered Note has been called for redemption or (iv) during the period of 15 days ending on (and including) any Record Date.

3. **Status of Senior Perpetual Securities and Status of, and Ranking of Claims in relation to, Subordinated Perpetual Securities and Guarantee of Perpetual Securities**

- (a) **Senior Perpetual Securities:** This Condition 3(a) applies to Perpetual Securities that are Senior Perpetual Securities.
- (i) **Status of Senior Perpetual Securities:** The Senior Perpetual Securities and the Coupons relating to them constitute direct, unconditional, unsubordinated and unsecured obligations of the relevant Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the relevant Issuer under the Senior Perpetual Securities and the Coupons relating to them shall at all times rank at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of the relevant Issuer, present and future, other than those preferred by applicable statute or law.
- (ii) **Guarantee of the Senior Perpetual Securities:** The Guarantor will, in respect of each Tranche of Senior Perpetual Securities issued by Olam Treasury, pursuant to the Trust Deed unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by Olam Treasury in respect of the Senior Perpetual Securities (the “**Guarantee of the Senior Perpetual Securities**”). The Guarantee of the Senior Perpetual Securities constitutes direct, unsubordinated, unconditional and unsecured obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

- (b) **Subordinated Perpetual Securities:** This Condition 3(b) applies to Perpetual Securities that are Subordinated Perpetual Securities.
- (i) **Status of Subordinated Perpetual Securities:** The Subordinated Perpetual Securities and the Coupons relating to them constitute direct, unconditional, unsecured and subordinated obligations of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor and shall at all times rank *pari passu* and without any preference among themselves and with any Parity Obligations of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor. The rights and claims of the Noteholders in respect of the Subordinated Perpetual Securities and the Coupons relating to them are subordinated as provided in this Condition 3(b).
- (ii) **Guarantee of the Subordinated Perpetual Securities:** The Guarantor will, in respect of each Tranche of Subordinated Perpetual Securities issued by Olam Treasury, pursuant to the Trust Deed unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by Olam Treasury in respect of the Subordinated Perpetual Securities (the “**Guarantee of the Subordinated Perpetual Securities**”, and, together with the Guarantee of the Senior Perpetual Securities, the “**Guarantee of the Perpetual Securities**”). The Guarantee of the Subordinated Perpetual Securities constitutes direct, unconditional and unsecured obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
- (iii) **Ranking of claims on Winding-Up:** Subject to the insolvency laws of the jurisdiction of incorporation of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor and other applicable laws, in the event of the Winding-Up of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor, the Subordinated Holder Claims will rank in such Winding-Up:
- (A) expressly subordinated and subject to the rights and claims of all Senior Creditors of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor;
- (B) *pari passu* with each other and with the rights and claims of any Parity Creditors or holders of Parity Obligations; and
- (C) in priority to the rights and claims of holders of Junior Obligations.

In these Conditions:

“**Senior Creditors**” means, with respect to the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor, all creditors of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor other than the Trustee (in respect of the principal of and distributions (including Arrears of Distributions and Additional Distribution Amounts, if applicable) on and other amounts in respect of the Perpetual Securities), the Noteholders, any Parity Creditors of the Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor and the holders of the Junior Obligations.

“**Subordinated Holder Claims**” means the rights and claims of the Trustee (in respect of the principal of and distributions (including Arrears of Distributions and Additional Distribution Amounts if applicable) on the Subordinated Perpetual Securities) and of the holders of the Subordinated Perpetual Securities.

“**Winding-Up**” means, with respect to the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor, a final and effective order or resolution for the bankruptcy, winding up, liquidation, receivership or similar proceedings in respect of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor.

- (iv) *Set-off*: Subject to applicable law, no Noteholder may exercise, claim or plead any right of setoff, counterclaim, compensation, deduction, withholding or retention in respect of any amount owed to it by the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor in respect of, or arising from, or under or in connection with the Subordinated Perpetual Securities, and each Noteholder shall, by virtue of his holding of any Subordinated Perpetual Security, be deemed to have waived all such rights of set-off, counterclaim, compensation, deduction, withholding or retention against the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor. Without prejudice to the preceding sentence, if any of the amounts owing to any Noteholder by the relevant Issuer in respect of, or arising from, or under or in connection with the Subordinated Perpetual Securities is discharged by set-off, such Noteholder shall, subject to applicable law, immediately pay an amount equal to the amount of such discharge to the relevant Issuer (or, in the event of its Winding-Up or judicial management, the liquidator or, as appropriate, judicial manager of the relevant Issuer) and, until such time as payment is made, shall hold such amount in trust for the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor (or the liquidator or, as appropriate, judicial manager of the relevant Issuer and (in respect of the Guaranteed Perpetual Securities) the Guarantor) and accordingly any such discharge shall be deemed not to have taken place.

4. Distributions and other Calculations

- (a) *Distribution on Fixed Rate Notes*: Subject to Condition 4(h), each Fixed Rate Note confers a right to receive distribution on its outstanding principal amount from the Distribution Commencement Date at the rate per annum (expressed as a percentage) equal to the Distribution Rate, such distribution being payable in arrear on each Distribution Payment Date. The amount of distributions payable shall be determined in accordance with Condition 4(g). To the extent it is provided hereon that the Distribution Rate is subject to one or more resets over the life of the Perpetual Securities, the Calculation Agent shall, on the date specified hereon as the date for the determination of the relevant reset Distribution Rate, determine and publish such reset Distribution Rate in accordance with Condition 4(i).
- (b) *Distribution on Floating Rate Notes*:
 - (i) *Distribution Payment Dates*: Subject to Condition 4(h), each Floating Rate Note confers a right to receive distribution on its outstanding principal amount from the Distribution Commencement Date at the rate per annum (expressed as a percentage) equal to the Distribution Rate, such distribution being payable in arrear on each Distribution Payment Date. The amount of distribution payable shall be determined, in the case of Floating Rate Notes, by the Calculation Agent in accordance with this Condition 4(b) and Conditions 4(g) and 4(i). The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent and each other Paying Agent shall be entitled to rely on all determinations and calculations made by the Calculation Agent without any responsibility to verify any of the same and without liability to the Noteholders or any other person for so doing. Such Distribution Payment Date(s) is/are either shown hereon as Specified Distribution Payment Dates or, if no Specified Distribution Payment Date(s) is/are shown hereon, “**Distribution Payment Date**” shall mean each date which (save as mentioned in these Conditions) falls the number of months or other period shown hereon as the Distribution Period after the preceding Distribution Payment Date or, in the case of the first Distribution Payment Date, after the Distribution Commencement Date.

(ii) *Business Day Convention*: If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (x) such date shall be brought forward to the immediately preceding Business Day and (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment, (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day, (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day or (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.

(iii) *Distribution Rate for Floating Rate Notes*: The Distribution Rate in respect of Floating Rate Notes for each Distribution Accrual Period shall be determined by the Calculation Agent in the manner specified hereon and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified hereon.

(A) *ISDA Determination for Floating Rate Notes*

Where ISDA Determination is specified hereon as the manner in which the Distribution Rate is to be determined, the Distribution Rate for each Distribution Accrual Period shall be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate. For the purposes of this Condition 4(b)(iii)(A), “**ISDA Rate**” for a Distribution Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- (x) the Floating Rate Option is as specified hereon;
- (y) the Designated Maturity is a period specified hereon; and
- (z) the relevant Reset Date is the first day of that Distribution Accrual Period unless otherwise specified hereon.

For the purposes of this Condition 4(b)(iii)(A), “Floating Rate”, “Calculation Agent”, “Floating Rate Option”, “Designated Maturity”, “Reset Date” and “Swap Transaction” have the meanings given to those terms in the ISDA Definitions.

(B) *Screen Rate Determination for Floating Rate Notes where the Reference Rate is not specified as being SIBOR or SOR*

(x) Where Screen Rate Determination is specified hereon as the manner in which the Distribution Rate is to be determined, the Distribution Rate for each Distribution Accrual Period will, subject as provided below, be either:

- (i) the offered quotation; or
- (ii) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page as at 11.00 a.m. (London time in the case of LIBOR, Brussels time in the case of EURIBOR or Hong Kong time in the case of HIBOR) on the Distribution Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than LIBOR, EURIBOR or HIBOR, the Distribution Rate in respect of such Perpetual Securities will be determined as provided hereon;

- (y) if the Relevant Screen Page is not available or if, sub-paragraph (x)(i) of Condition 4(b)(iii)(B) applies and no such offered quotation appears on the Relevant Screen Page or if sub-paragraph (x)(ii) of Condition 4(b)(iii)(B) applies and fewer than three such offered quotations appear on the Relevant Screen Page in each case as at the time specified above, subject as provided below, the Calculation Agent shall request, if the Reference Rate is LIBOR, the principal London office of each of the Reference Banks or, if the Reference Rate is EURIBOR, the principal Euro-zone office of each of the Reference Banks or, if the Reference Rate is HIBOR, the principal Hong Kong office of each of the Reference Banks, to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time), or if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time), or if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the Distribution Determination Date in question. If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Distribution Rate for such Distribution Accrual Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and
- (z) if paragraph (y) of Condition 4(b)(iii)(B) applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Distribution Rate shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the relevant Distribution Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in, if the Reference Rate is LIBOR, the London inter-bank market or, if the Reference Rate is EURIBOR, the Euro-zone inter-bank market or, if the Reference Rate is HIBOR, the Hong Kong inter-bank market, as the case may be, or, if fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the

arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR, at approximately 11.00 a.m. (Hong Kong time), on the relevant Distribution Determination Date, any one or more banks (which bank or banks is or are in the opinion of the relevant Issuer suitable for such purpose) informs the Calculation Agent it is quoting to leading banks in, if the Reference Rate is LIBOR, the London inter-bank market or, if the Reference Rate is EURIBOR, the Euro-zone inter-bank market or, if the Reference Rate is HIBOR, the Hong Kong inter-bank market, as the case may be, **provided that**, if the Distribution Rate cannot be determined in accordance with the foregoing provisions of this Condition 4(b)(iii)(B), the Distribution Rate shall be determined as at the last preceding Distribution Determination Date (though substituting, where a different Margin or Maximum Distribution Rate or Minimum Distribution Rate is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum Distribution Rate or Minimum Distribution Rate relating to the relevant Distribution Accrual Period, in place of the Margin or Maximum or Minimum Distribution Rate relating to that last preceding Distribution Accrual Period).

- (C) *Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SIBOR or SOR*

Each Floating Rate Note where the Reference Rate is specified as being SIBOR (in which case such Perpetual Security will be a “**SIBOR Note**”) or SOR (in which case such Perpetual Security will be a “**Swap Rate Note**”) confers the right to receive distributions at a floating rate determined by reference to a benchmark as specified hereon or in any case such other benchmark as specified hereon.

- (x) The Distribution Rate payable from time to time in respect of each Floating Rate Note under Condition 4(b)(iii)(C) will be determined by the Calculation Agent on the basis of the following provisions.

- (i) In the case of Floating Rate Notes which are SIBOR Notes:

(aa) the Calculation Agent will, at or about the Relevant Time on the relevant Distribution Determination Date in respect of each Distribution Accrual Period, determine the Distribution Rate for such Distribution Accrual Period which shall be the offered rate for deposits in Singapore Dollars for a period equal to the duration of such Distribution Accrual Period which appears on the Reuters Screen ABSIRFIX01 Page under the caption “ASSOCIATION OF BANKS IN SINGAPORE – SIBOR AND SWAP OFFER RATES – RATES AT 11:00 A.M. SINGAPORE TIME” and the column headed “SGD SIBOR” (or such other Relevant Screen Page);

(bb) if no such rate appears on the Reuters Screen ABSIRFIX01 Page (or such other replacement page thereof), the Calculation Agent will, at or about the Relevant Time on such Distribution Determination Date, determine the Distribution Rate for such Distribution Accrual Period which shall be the rate which appears on the Reuters Screen SIBP Page under the caption “SINGAPORE DOLLAR INTER-BANK OFFERED RATES – 11:00 A.M.” and the

row headed “*SIBOR SGD*” (or such other replacement page thereof), being the offered rate for deposits in Singapore Dollars for a period equal to the duration of such Distribution Accrual Period;

- (cc) if no such rate appears on the Reuters Screen SIBP Page (or such other replacement page thereof or, if no rate appears, on such other Relevant Screen Page) or if Reuters Screen SIBP Page (or such other replacement page thereof or such other Relevant Screen Page) is unavailable for any reason, the Calculation Agent will request the principal Singapore offices of each of the Reference Banks to provide the Calculation Agent with the rate at which deposits in Singapore Dollars are offered by it at approximately the Relevant Time on the Distribution Determination Date to prime banks in the Singapore inter-bank market for a period equivalent to the duration of such Distribution Accrual Period commencing on such Distribution Payment Date in an amount comparable to the aggregate principal amount of the relevant Floating Rate Notes. The Distribution Rate for such Distribution Accrual Period shall be the arithmetic mean (rounded, if necessary, to the nearest four decimal places) of such offered quotations, as determined by the Calculation Agent;
- (dd) if on any Distribution Determination Date two but not all the Reference Banks provide the Calculation Agent with such quotations, the Distribution Rate for the relevant Distribution Accrual Period shall be determined in accordance with subparagraph (i)(cc) of this Condition 4(b)(iii)(C) on the basis of the quotations of those Reference Banks providing such quotations; and
- (ee) if on any Distribution Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotations, the Distribution Rate for the relevant Distribution Accrual Period shall be the rate per annum which the Calculation Agent determines to be the arithmetic mean (rounded, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks or those of them (being at least two in number) to the Calculation Agent at or about the Relevant Time on such Distribution Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding, for the relevant Distribution Accrual Period, an amount equal to the aggregate principal amount of the relevant Floating Rate Notes for such Distribution Accrual Period by whatever means they determine to be most appropriate or if on such Distribution Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotation, the rate per annum which the Calculation Agent determines to be arithmetic mean (rounded, if necessary, to the nearest four decimal places) of the prime lending rates for Singapore Dollars quoted by the Reference Banks at or about the Relevant Time on such Distribution Determination Date, **provided that**, if the Distribution Rate cannot be determined in accordance with the foregoing provisions of this Condition

4(b)(iii)(C), the Distribution Rate shall be determined as at the last preceding Distribution Determination Date (though substituting, where a different Margin or Maximum Distribution Rate or Minimum Distribution Rate is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum Distribution Rate or Minimum Distribution Rate relating to the relevant Distribution Accrual Period, in place of the Margin or Maximum or Minimum Distribution Rate relating to that last preceding Distribution Accrual Period).

- (ii) In the case of Floating Rate Notes which are Swap Rate Notes:
- (aa) the Calculation Agent will, at or about the Relevant Time on the relevant Distribution Determination Date in respect of each Distribution Accrual Period, determine the Distribution Rate for such Distribution Accrual Period which shall be the rate which appears on the Reuters Screen ABSFIX1 Page under the caption “ASSOCIATION OF BANKS IN SINGAPORE – SIBOR AND SWAP OFFER RATES – RATES AT 11:00 A.M. SINGAPORE TIME” under the column headed “SGD SWAP OFFER” (or such replacement page thereof for the purpose of displaying the swap rates of leading reference banks) at or about the Relevant Time on such Distribution Determination Date and for a period equal to the duration of such Distribution Accrual Period;
- (bb) if on any Distribution Determination Date, no such rate is quoted on the Reuters Screen ABSFIX1 Page (or such other replacement page as aforesaid) or the Reuters Screen ABSFIX1 Page (or such other replacement page as aforesaid) is unavailable for any reason, the Calculation Agent will determine the Distribution Rate (which shall be rounded up, if necessary, to the nearest four decimal places) for such Distribution Accrual Period in accordance with the following formula:

In the case of Premium:

Rate of Interest =

$$\frac{365}{360} \times \text{SIBOR} + \frac{(\text{Premium} \times 36500)}{(\text{T} \times \text{Spot Rate})} + \frac{(\text{SIBOR} \times \text{Premium})}{(\text{Spot Rate})} \times \frac{365}{360}$$

In the case of Discount:

Rate of Interest =

$$\frac{365}{360} \times \text{SIBOR} - \frac{(\text{Discount} \times 36500)}{(\text{T} \times \text{Spot Rate})} - \frac{(\text{SIBOR} \times \text{Discount})}{(\text{Spot Rate})} \times \frac{365}{360}$$

where:

- SIBOR = the rate which appears under the caption “*SINGAPORE INTERBANK OFFER RATES (DOLLAR DEPOSITS) AT 11:00 A.M.*” and the row headed “*SIBOR USD*” on the Reuters Screen SIBO Page of the Reuters Monitor Money Rates Service (or such other page as may replace the Reuters Screen SIBO Page for the purpose of displaying Singapore inter-bank U.S. Dollar offered rates of leading reference banks) at or about the Relevant Time on the relevant Distribution Determination Date for a period equal to the duration of the Distribution Accrual Period concerned;
- Spot Rate = the rate (determined by the Calculation Agent) to be the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks and which appear on the Reuters Screen ABSFIX1 Page (or such other replacement page thereof for the purpose of displaying the spot rates and swap points of leading reference banks) at or about the Relevant Time on the relevant Distribution Determination Date for a period equal to the duration of the Distribution Accrual Period concerned;
- Premium or Discount = the rate (determined by the Calculation Agent) to be the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks for a period equal to the duration of the Distribution Accrual Period concerned which appear on the Reuters Screen ABSFIX1 Page (or such other replacement page thereof for the purpose of displaying the spot rates and swap points of leading reference banks) at or about the Relevant Time on the relevant Distribution Determination Date for a period equal to the duration of the Distribution Accrual Period concerned; and
- T = the number of days in the Distribution Accrual Period concerned.

(cc) if on any Distribution Determination Date any one of the components for the purposes of calculating the Distribution Rate under this Condition 4(b)(iii)(C) is not quoted on the relevant Reuters Screen Page (or such other replacement page as aforesaid) or the relevant Reuters Screen Page (or such other replacement page as aforesaid) is unavailable for any reason, the Calculation Agent will request the principal Singapore offices of the Reference Banks to provide the Calculation Agent with quotations of their Swap Rates for the Distribution Accrual Period concerned at or about the Relevant Time on that Distribution Determination Date and the Distribution Rate for such Distribution Accrual Period shall be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the Swap Rates quoted by the Reference Banks to the Calculation Agent. The “Swap Rate” of a Reference Bank means the rate at which that Reference Bank can generate Singapore Dollars for the Distribution Accrual Period concerned in the Singapore inter-bank market at or about the Relevant Time on the relevant Distribution Determination Date and shall be determined as follows:

In the case of Premium:

Swap Rate =

$$\frac{365}{360} \times \text{SIBOR} + \frac{(\text{Premium} \times 36500)}{(T \times \text{Spot Rate})} + \frac{(\text{SIBOR} \times \text{Premium})}{(\text{Spot Rate})} \times \frac{365}{360}$$

In the case of Discount:

Swap Rate =

$$\frac{365}{360} \times \text{SIBOR} - \frac{(\text{Discount} \times 36500)}{(T \times \text{Spot Rate})} - \frac{(\text{SIBOR} \times \text{Discount})}{(\text{Spot Rate})} \times \frac{365}{360}$$

where:

- SIBOR = the rate per annum at which U.S. Dollar deposits for a period equal to the duration of the Distribution Accrual Period concerned are being offered by that Reference Bank to prime banks in the Singapore inter-bank market at or about the Relevant Time on the relevant Distribution Determination Date;
- Spot Rate = the rate at which that Reference Bank sells U.S. Dollars spot in exchange for Singapore Dollars in the Singapore inter-bank market at or about the Relevant Time on the relevant Distribution Determination Date;

Premium or Discount = the rate (determined by the Calculation Agent) to be the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks for a period equal to the duration of the Distribution Accrual Period concerned which appear on the Reuters Screen ABSFIX1 Page (or such other replacement page thereof for the purpose of displaying the spot rates and swap points of leading reference banks) at or about the Relevant Time on the relevant Distribution Determination Date for a period equal to the duration of the Distribution Accrual Period concerned; and

T = the number of days in the Distribution Accrual Period concerned.

- (dd) if on any Distribution Determination Date one only or none of the Reference Banks provides the Calculation Agent with quotations of their Swap Rate(s), the Distribution Rate shall be determined by the Calculation Agent to be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the rates quoted by the Reference Banks or those of them (being at least two in number) to the Calculation Agent at or about the Relevant Time on such Distribution Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding an amount equal to the aggregate principal amount of the relevant Floating Rate Notes for such Distribution Accrual Period by whatever means they determine to be most appropriate, or if on such Distribution Determination Date one only or none of the Reference Banks provides the Calculation Agent with such quotation, the Distribution Rate for the relevant Distribution Accrual Period shall be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest four decimal places) of the prime lending rates for Singapore Dollars quoted by the Reference Banks at or about the Relevant Time on such Distribution Determination Date, **provided that**, if the Distribution Rate cannot be determined in accordance with the foregoing provisions of this Condition 4(b)(iii)(D), the Distribution Rate shall be determined as at the last preceding Distribution Determination Date (though substituting, where a different Margin or Maximum Distribution Rate or Minimum Distribution Rate is to be applied to the relevant Distribution Accrual Period from that which applied to the last preceding Distribution Accrual Period, the Margin or Maximum Distribution Rate or Minimum Distribution Rate relating to the relevant Distribution Accrual Period, in place of the Margin or Maximum or Minimum Distribution Rate relating to that last preceding Distribution Accrual Period).

- (D) Subject to Condition 4(h), on the last day of each Distribution Accrual Period, the relevant Issuer will make payment of distributions on each Floating Rate Note to which such Distribution Accrual Period relates at the Distribution Rate for such Distribution Accrual Period.
- (c) **Dual Currency Notes:** In the case of Dual Currency Notes, if the rate or amount of distribution falls to be determined by reference to a Rate of Exchange or a method of calculating Rate of Exchange, the rate or amount of distribution payable shall be determined by the Calculation Agent in the manner specified hereon.
- (d) **Partly Paid Notes:** In the case of Partly Paid Notes, distributions will accrue as aforesaid on the paid-up principal amount of such Perpetual Securities and otherwise as specified hereon.
- (e) **Accrual of Distributions:** Distributions shall cease to accrue on each Perpetual Security on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event distributions shall continue to accrue (both before and after judgment) at the Distribution Rate in the manner provided in this Condition 4 to the Relevant Date (as defined in Condition 7).
- (f) **Margin, Maximum Distribution Rate/Minimum Distribution Rate and Redemption Amounts and Rounding:**
- (i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Distribution Accrual Periods), an adjustment shall be made to all Distribution Rates, in the case of (x), or the Distribution Rates for the specified Distribution Accrual Periods, in the case of (y), calculated in accordance with Condition 4(b) by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin, subject always to Condition 4(f)(ii).
- (ii) If any Maximum Distribution Rate or Minimum Distribution Rate or Redemption Amount is specified hereon, then any Distribution Rate or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
- (iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with halves being rounded up), (y) all figures shall be rounded to seven significant figures (with halves being rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes “unit” means the lowest amount of such currency that is available as legal tender in the country of such currency.
- (g) **Calculations:** The amount of distributions payable per Calculation Amount in respect of any Perpetual Security for any Distribution Accrual Period shall be equal to the product of the Distribution Rate, the Calculation Amount specified hereon, and the Day Count Fraction for such Distribution Accrual Period, unless a Distribution Amount (or a formula for its calculation) is applicable to such Distribution Accrual Period, in which case the amount of distributions payable per Calculation Amount in respect of such Perpetual Security for such Distribution Accrual Period shall equal such Distribution Amount (or be calculated in accordance with such formula). Where any Distribution Period comprises two or more Distribution Accrual Periods, the amount of distributions payable per Calculation Amount in respect of such Distribution Period shall be the sum of the Distribution Amounts payable in respect of each of those Distribution Accrual Periods. In respect of any other period for which distributions are required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which distributions are required to be calculated.

(h) **Distribution Deferral:**

- (i) **Optional Deferral:** If Distribution Deferral is set out hereon, the relevant Issuer may, at its sole discretion, elect to defer (in whole and not in part) any distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice (a “**Deferral Election Notice**”) to the Noteholders (in accordance with Condition 14) and to the Trustee and the Issuing and Paying Agent, the CMU Lodging and Paying Agent or the CDP Paying Agent, as the case may be, not more than 15 nor less than 5 Business Days (or such other notice period as may be specified hereon) prior to a scheduled Distribution Payment Date unless, during the Look-Back Period prior to such scheduled Distribution Payment Date, the relevant Issuer (and, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) has at its discretion (a) declared or paid any dividends or distributions on any of the relevant Issuer’s Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the relevant Issuer’s Parity Obligations, or made any other payment (including payments under any guarantee obligations) on any of the relevant Issuer’s Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the relevant Issuer’s Parity Obligations, and/or (b) repurchased, redeemed or otherwise acquired any of its Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) the relevant Issuer’s Parity Obligations (in each case other than (i) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Group or (ii) as a result of the exchange or conversion of its Parity Obligations for its Junior Obligations) and/or as otherwise specified in the applicable Pricing Supplement (a “**Compulsory Distribution Payment Event**”).

For the avoidance of doubt, a Compulsory Distribution Payment Event shall not occur, and accordingly, nothing in this Condition 4(h) shall restrict the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) from electing to defer any distribution, merely as a result of any dividends, distributions or payments or other actions made by the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) in respect of obligations which are not the relevant Issuer’s (or, where applicable, the Guarantor’s) Junior Obligations or which are not the relevant Issuer’s (or, where applicable, the Guarantor’s) Parity Obligations.

- (ii) **No obligation to pay:** Any distribution deferred pursuant to this Condition 4(h) shall constitute “**Arrears of Distribution**”. The relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) shall have no obligation to pay any distribution (including any Arrears of Distribution and any Additional Distribution Amount, if applicable) on any Distribution Payment Date if it validly elects not to do so in accordance with Condition 4(h)(i).

The relevant Issuer may, at its sole discretion, elect to further defer any Arrears of Distribution by complying with the foregoing notice requirement applicable to any deferral of an accrued distribution. The relevant Issuer is not subject to any limit as to the number of times distributions and Arrears of Distribution can or shall be deferred pursuant to this Condition 4(h) except that Condition 4(h)(v) shall be complied with until all outstanding Arrears of Distribution have been paid in full.

Any failure to pay any distribution by the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor), if it validly elects not to do so in accordance with Condition 4(h)(i), shall not constitute a default of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) in respect of the Perpetual Securities.

- (iii) *Requirements as to Notice:* Each Deferral Election Notice shall be accompanied, in the case of the notice to the Trustee by a certificate in the form scheduled to the Trust Deed signed by a director or two authorised signatories of the relevant Issuer confirming that no Compulsory Distribution Payment Event has occurred during the Look-Back Period. Any such certificate shall be conclusive evidence that no Compulsory Distribution Payment Event has occurred during the Look-Back Period and the Trustee shall be entitled to rely without any obligation to verify the same and without liability to any Noteholder, any Couponholder or any other person on any Deferral Election Notice or any certificate as aforementioned. Each Deferral Election Notice shall be conclusive and binding on the Noteholders.
- (iv) *Additional Distribution:* If Additional Distribution is set out hereon, each amount of Arrears of Distribution shall bear interest as if it constituted the principal of the Perpetual Securities at the Distribution Rate and the amount of such interest (the “**Additional Distribution Amount**”) with respect to Arrears of Distribution shall be due and payable pursuant to this Condition 4 and shall be calculated by applying the applicable Distribution Rate to the amount of the Arrears of Distribution and otherwise *mutatis mutandis* as provided in the foregoing provisions of this Condition 4. The Additional Distribution Amount accrued up to any Distribution Payment Date shall be added, for the purpose of calculating the Additional Distribution Amount accruing thereafter, to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.
- (v) *Restrictions in the case of Deferral:*
- (a) In respect of the Direct Issuance Perpetual Securities, if Dividend Stopper is set out hereon and on any Distribution Payment Date, payment of all Distribution payments scheduled to be made on such date is not made in full by reason of this Condition 4(h), the Company shall not and shall procure that none of its Subsidiaries shall:
- (1) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on:
 - (x) if this Perpetual Security is a Senior Perpetual Security, any of the Company’s Junior Obligations; or
 - (y) if this Perpetual Security is a Subordinated Perpetual Security, any of the Company’s Junior Obligations or (except on a *pro rata* basis) any of the Company’s Parity Obligations; or
 - (2) redeem, reduce, cancel, buy-back or acquire for any consideration:
 - (x) if this Perpetual Security is a Senior Perpetual Security, any of the Company’s Junior Obligations; or
 - (y) if this Perpetual Security is a Subordinated Perpetual Security, any of the Company’s Junior Obligations or (except on a *pro rata* basis) any of the Company’s Parity Obligations,

in each case, other than (i) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Group, (ii) as a result of the exchange or conversion of Parity Obligations for Junior Obligations, (iii) if the Company has made payment in whole (and not in part only) of all outstanding Arrears of Distributions (if applicable) and any Additional Distribution Amounts (if applicable) or (iv) when so permitted by an Extraordinary

Resolution (as defined in the Trust Deed) of the Noteholders and/or otherwise specified in the applicable Pricing Supplement. For the avoidance of doubt, the restrictions in this Condition 4(h)(v)(a) shall only apply to the Company's Subsidiaries to the extent that such dividends, distributions or payments are made in respect of the Company's Junior Obligations or in the case of Subordinated Perpetual Securities (except on a *pro rata* basis) the Company's Parity Obligations and nothing in this Condition 4(h)(v)(a) shall restrict the Company or any of its Subsidiaries from making payment on its guarantees in respect of obligations which are not the Company's Junior Obligations or in the case of Subordinated Perpetual Securities (except on a *pro rata* basis) the Company's Parity Obligations.

- (b) In respect of the Guaranteed Perpetual Securities, if Dividend Stopper is set out hereon and on any Distribution Payment Date, payment of all Distribution payments scheduled to be made on such date is not made in full by reason of this Condition 4(h), Olam Treasury and (where applicable) the Guarantor shall not and shall procure that none of their Subsidiaries shall:
- (1) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on:
 - (x) if this Perpetual Security is a Senior Perpetual Security, any of the Olam Treasury's or (where applicable) the Guarantor's Junior Obligations; or
 - (y) if this Perpetual Security is a Subordinated Perpetual Security, any of Olam Treasury's or (where applicable) the Guarantor's Junior Obligations or (except on a *pro rata* basis) any of Olam Treasury's or (where applicable) the Guarantor's Parity Obligations; or
 - (2) redeem, reduce, cancel, buy-back or acquire for any consideration:
 - (x) if this Perpetual Security is a Senior Perpetual Security, any of Olam Treasury's or (where applicable) the Guarantor's Junior Obligations; or
 - (y) if this Perpetual Security is a Subordinated Perpetual Security, any of Olam Treasury's or (where applicable) the Guarantor's Junior Obligations or (except on a *pro rata* basis) any of Olam Treasury's or (where applicable) the Guarantor's Parity Obligations,

in each case, other than (i) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Group, (ii) as a result of the exchange or conversion of Parity Obligations for Junior Obligations, (iii) if Olam Treasury or (where applicable) the Guarantor has made payment in whole (and not in part only) of all outstanding Arrears of Distributions (if applicable) and any Additional Distribution Amounts (if applicable) or (iv) when so permitted by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders and/or otherwise specified in the applicable Pricing Supplement. For the avoidance of doubt, the restrictions in this Condition 4(h)(v)(b) shall only apply to Olam Treasury or (where applicable) the Guarantor's Subsidiaries to the extent that such dividends, distributions or payments are made in respect of Olam Treasury's or (where applicable) the Guarantor's Junior Obligations or in the case of Subordinated Perpetual Securities (except on a *pro rata* basis) Olam Treasury's or (where applicable) the Guarantor's Parity Obligations and nothing in this Condition 4(h)(v)(b) shall restrict Olam Treasury or (where applicable) the Guarantor or any of its Subsidiaries from making payment on its guarantees in respect of obligations which are not Olam Treasury's or (where

applicable) the Guarantor's Junior Obligations or in the case of Subordinated Perpetual Securities (except on a *pro rata* basis) Olam Treasury's or (where applicable) the Guarantor's Parity Obligations.

(vi) *Satisfaction of Arrears of Distribution by payment*: The relevant Issuer:

- (a) may satisfy any Arrears of Distribution (in whole or in part) at any time by giving irrevocable notice of such election to the Noteholders (in accordance with Condition 14) and to the Trustee, the Issuing and Paying Agent, and the CMU Lodging and Paying Agent or the CDP Paying Agent, as the case may be, not more than 20 nor less than 10 Business Days (or such other notice period as may be specified hereon) prior to the relevant payment date specified in such notice (which notice is irrevocable and shall oblige the relevant Issuer to pay the relevant Arrears of Distribution on the payment date specified in such notice); and
- (b) in any event shall satisfy any outstanding Arrears of Distribution (in whole but not in part) on the earlier of:
 - (1) the date on which the Perpetual Securities are redeemed;
 - (2) the Distribution Payment Date falling immediately after the occurrence of a breach of Condition 4(h)(v); and
 - (3) the date on which distributions (including Arrears of Distribution and Additional Distribution Amounts, if applicable) become due under Condition 9(b)(ii) or on a Winding-Up of the relevant Issuer.

Any partial payment of outstanding Arrears of Distribution by the relevant Issuer shall be shared by the Noteholders of all outstanding Perpetual Securities on a *pro-rata* basis. Further provisions relating to this Condition 4(h)(vi) may be specified in the applicable Pricing Supplement.

(vii) *No default*: Notwithstanding any other provision in these Conditions or in the Trust Deed, the deferral of any distribution payment in accordance with this Condition 4(h) shall not constitute a default for any purpose (including, without limitation, pursuant to Condition 9) on the part of the relevant Issuer under the Perpetual Securities or for any other purpose.

- (i) ***Determination and Publication of Distribution Rates, Distribution Amounts, Early Redemption Amounts***: The Calculation Agent shall, as soon as practicable on each Distribution Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Distribution Amounts for the relevant Distribution Accrual Period, calculate the Early Redemption Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Distribution Rate and the Distribution Amounts for each Distribution Accrual Period and the relevant Distribution Payment Date and, if required to be calculated, the Early Redemption Amount to be notified to the Trustee, the relevant Issuer, each of the Paying Agents, the Noteholders, any other Calculation Agent appointed in respect of the Perpetual Securities that is to make a further calculation upon receipt of such information and, if the Perpetual Securities are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than (i) the commencement of the relevant Distribution Period, if determined prior to such time, in the case of notification to such exchange of a Distribution Rate and Distribution Amount, or (ii) in all other cases, the fourth Business Day after such

determination. Where any Distribution Payment Date or Distribution Period Date is subject to adjustment pursuant to Condition 4(b)(ii), the Distribution Amounts and the Distribution Payment Date so published may subsequently be amended without notice in the event of an extension or shortening of the Distribution Period. If the Perpetual Securities become due and payable under Condition 9, the accrued distributions and the Distribution Rate payable in respect of the Perpetual Securities shall nevertheless continue to be calculated as previously in accordance with this Condition 4 but no publication of the Distribution Rate or the Distribution Amount so calculated need be made. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties and the Noteholders.

- (j) ***Determination or Calculation by an agent appointed by the Trustee:*** If the Calculation Agent does not at any time for any reason determine or calculate the Distribution Rate for a Distribution Accrual Period or any Distribution Amount or Early Redemption Amount, the Trustee shall appoint an agent (at the cost of the relevant Issuer) on its behalf to do so and such determination or calculation by such agent shall be deemed to have been made by the Calculation Agent. In doing so, such agent shall apply the foregoing provisions of this Condition 4, with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the circumstances. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by any agent pursuant to this Condition 4(j) shall (in the absence of manifest error) be final and binding upon all parties and the Noteholders. The Trustee shall not be responsible or liable to any Noteholder, the relevant Issuer, or any other person for the accuracy of any determination or calculation made by any agent appointed pursuant to this Condition 4(j) or in the event that any such agent fails to make any determination or calculation contemplated in this Condition 4(j) or for any loss suffered by any Noteholder, the relevant Issuer or any other person arising directly or indirectly as a result of any determination or calculation made by such agent hereunder.
- (k) ***Definitions:*** In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“Business Day” means:

- (i) a day (other than a Saturday, Sunday or public holiday) on which commercial banks and foreign exchange markets are open for general business in Singapore and in the city of the Issuing and Paying Agent’s specified office and, in the case of Perpetual Securities cleared through the CMU, in the city of the CMU Lodging and Paying Agent’s specified office and, in the case of Perpetual Securities cleared through CDP, in the city of the CDP Paying Agent’s specified office and, in the case of Registered Notes, in the city of the Registrar’s specified office; and
- (ii) in the case of:
- (a) a currency other than euro and Renminbi, a day (other than a Saturday, Sunday or public holiday) on which commercial banks and foreign exchange markets are open for general business in the principal financial centre for such currency; and/or
- (b) euro, a day (other than a Saturday, Sunday or public holiday) on which the TARGET System is operating (a “**TARGET Business Day**”); and/or

- (c) Renminbi, a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong; and/or
- (d) a currency and/or one or more Business Centres, a day (other than a Saturday, Sunday or public holiday) on which commercial banks and foreign exchange markets settle payments in such currency in the Business Centre(s) or, if no currency is indicated, generally in each Business Centre.

“**Day Count Fraction**” means, in respect of the calculation of an amount of distribution on any Perpetual Security for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting a Distribution Period or a Distribution Accrual Period, the “**Calculation Period**”):

- (i) if “**Actual/Actual**” or “**Actual/Actual-ISDA**” is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365)
- (ii) if “**Actual/365 (Fixed)**” is specified hereon, the actual number of days in the Calculation Period divided by 365
- (iii) if “**Actual/360**” is specified hereon, the actual number of days in the Calculation Period divided by 360
- (iv) if “**30/360**”, “**360/360**” or “**Bond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

Day Count Fraction =

$$\frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and D₁ is greater than 29, in which case D₂ will be 30

- (v) if “**30E/360**” or “**Eurobond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

Day Count Fraction =

$$\frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case **D₁** will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case **D₂** will be 30.

- (vi) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

Day Count Fraction =

$$\frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case **D₁** will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D₂ will be 30.

- (vii) if “**Actual/Actual-ICMA**” is specified hereon,
- (a) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Periods normally ending in any year; and
 - (b) if the Calculation Period is longer than one Determination Period, the sum of:
 - (x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year; and
 - (y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year

where:

“**Determination Period**” means the period from and including a Determination Date in any year to but excluding the next Determination Date; and

“**Determination Date**” means the date(s) specified as such hereon or, if none is so specified, the Distribution Payment Date(s).

“**Distribution Accrual Period**” means the period beginning on (and including) the Distribution Commencement Date and ending on (but excluding) the first Distribution Period Date and each successive period beginning on (and including) a Distribution Period Date and ending on (but excluding) the next succeeding Distribution Period Date.

“**Distribution Amount**” means:

- (i) in respect of a Distribution Accrual Period, the amount of distribution payable per Calculation Amount for that Distribution Accrual Period and which, in the case of Fixed Rate Notes, and unless otherwise specified hereon, shall mean the Fixed Coupon Amount or Broken Amount specified hereon as being payable on the Distribution Payment Date ending the Distribution Period of which such Distribution Accrual Period forms part; and
- (ii) in respect of any other period, the amount of distribution payable per Calculation Amount for that period.

“**Distribution Commencement Date**” means the Issue Date or such other date as may be specified hereon.

“**Distribution Determination Date**” means, with respect to a Distribution Rate and Distribution Accrual Period, the date specified as such hereon or, if none is so specified, (i) the first day of such Distribution Accrual Period if the Specified Currency is Sterling or Hong Kong Dollars or Renminbi or (ii) the day falling two Business Days in London and the relevant Financial Centre for the Specified Currency prior to the first day of such Distribution Accrual

Period if the Specified Currency is neither Sterling nor euro nor Hong Kong Dollars nor Renminbi or (iii) the day falling two TARGET Business Days prior to the first day of such Distribution Accrual Period if the Specified Currency is euro.

“Distribution Period” means the period beginning on and including the Distribution Commencement Date and ending on but excluding the first Distribution Payment Date and each successive period beginning on and including a Distribution Payment Date and ending on but excluding the next succeeding Distribution Payment Date.

“Distribution Period Date” means each Distribution Payment Date unless otherwise specified hereon.

“Distribution Rate” means the rate of distribution payable from time to time in respect of this Perpetual Security and that is either specified or calculated in accordance with the provisions hereon.

“euro” means the currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time.

“Euro-zone” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended.

“ISDA Definitions” means the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., unless otherwise specified hereon.

“Reference Banks” means (i) in the case of a determination of LIBOR, the principal London office of four major banks in the London inter-bank market; (ii) in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone inter-bank market; (iii) in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong interbank market; and (iv) in the case of a determination of the relevant Reference Rate, SIBOR or Swap Rate, the principal Singapore office of three major banks in the Singapore inter-bank market, in each case selected by the Calculation Agent or as specified hereon.

“Reference Rate” means the rate specified as such hereon.

“Relevant Screen Page” means such page, section, caption, column or other part of a particular information service as may be specified hereon or such other page, section, caption, column or other part as may replace it on that information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Reference Rate.

“Relevant Time” means 11.00 a.m. (Singapore time).

“Specified Currency” means the currency specified as such hereon or, if none is specified, the currency in which the Perpetual Securities are denominated.

“TARGET System” means the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto.

- (1) **Calculation Agents:** The relevant Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for it or them hereon and for so long as any Perpetual Security is outstanding (as defined in the Trust Deed). Where more than one Calculation Agent is appointed in respect of the Perpetual Securities, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under these Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Distribution Rate for a Distribution Accrual Period or to calculate any Distribution Amount or Early Redemption Amount, as the case may be, or to comply with any other requirement, the relevant Issuer shall appoint a leading bank or financial institution engaged in the inter-bank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent to act as such in its place. Any Calculation Agent appointed in respect of the Perpetual Securities may not resign its duties without a successor having been appointed as aforesaid.

5. Redemption and Purchase

- (a) **No Fixed Redemption Date:** The Perpetual Securities are Perpetual Securities in respect of which there is no fixed redemption date and the relevant Issuer shall (subject to the provisions of Condition 3 and without prejudice to Condition 9), only have the right to redeem or purchase them in accordance with the following provisions of this Condition 5.
- (b) **Redemption for Taxation Reasons:** The Perpetual Securities may be redeemed at the option of the relevant Issuer in whole, but not in part, on any Distribution Payment Date (if this Perpetual Security is a Floating Rate Note or at any time (if this Perpetual Security is not a Floating Rate Note), on giving not less than 30 nor more than 60 days' notice to the Noteholders (a "**Tax Redemption Notice**") (which notice shall be irrevocable), at their Early Redemption Amount, if (i) the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor satisfies the Trustee immediately prior to the giving of such notice that it has or will become obliged to pay additional amounts as provided or referred to in Condition 7 as a result of any change in, or amendment to, the laws or regulations of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a decision of a court of competent jurisdiction) or the Perpetual Securities do not qualify as "qualifying debt securities" for the purposes of the Income Tax Act, Chapter 134 of Singapore, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of Perpetual Securities, and (ii) such obligation cannot be avoided by the relevant Issuer taking reasonable measures available to it, **provided that** no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor would be obliged to pay such additional amounts if a payment in respect of the Perpetual Securities were then due. Prior to the publication of any notice of redemption pursuant to this Condition 5(b) the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor shall deliver to the Trustee (a) a certificate signed by a director or two authorised signatories of the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor stating that the obligation referred to in (i) above of this Condition 5(b) cannot be avoided by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor taking reasonable measures available to it, and (b) an opinion of independent legal or tax advisors of recognised standing to the effect that such change or amendment has occurred (irrespective of whether such change or amendment is then effective); and the Trustee shall be entitled to accept such certificate and opinion, without further inquiry, and without liability to any Noteholder or any other person as sufficient evidence of the satisfaction of the conditions precedent set out in (i) and (ii) above of this Condition 5(b), in which event it shall be conclusive and binding on the Noteholders and Couponholders.

- (c) **Redemption for Accounting Reasons:** If Redemption for Accounting Reasons is specified hereon, the Perpetual Securities may be redeemed at the option of the relevant Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount if, as a result of any changes or amendments to Singapore Financial Reporting Standards issued by the Singapore Accounting Standards Council as amended from time to time ("**SFRS**") (or any other accounting standards that may replace SFRS for the purposes of the consolidated financial statements of the relevant Issuer) or other internationally generally accepted accounting standards that the relevant Issuer has adopted for the purposes of the preparation of its audited consolidated financial statements as amended from time to time (the "**Relevant Accounting Standards**"), the Perpetual Securities may no longer be recorded as "equity" in the audited consolidated financial statements of the relevant Issuer prepared in accordance with the Relevant Accounting Standards (an "**Accounting Event**").

Prior to the publication of any notice of redemption pursuant to this Condition 5(c), the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor shall deliver to the Trustee a certificate signed by a director or two authorised signatories of the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor stating that an Accounting Event has occurred and is prevailing and an opinion of the relevant Issuer's independent auditors to the effect that an Accounting Event has occurred and is prevailing. The Trustee shall be entitled without further enquiry and without liability to any Noteholder, Couponholder or any other person to rely on such certificate and opinion and it shall be conclusive evidence of the satisfaction of the entitlement of the relevant Issuer to publish a notice of redemption pursuant to this Condition 5(c). Each such certificate and opinion shall be conclusive and binding on Noteholders and Couponholders. All Perpetual Securities shall be redeemed on the date specified in such notice in accordance with this Condition 5(c), **provided that** such date for redemption shall be no earlier than the last day before the date on which the Perpetual Securities may no longer be so recorded as "equity" in the audited consolidated financial statements of the relevant Issuer prepared in accordance with the Relevant Accounting Standards.

- (d) **Redemption for tax deductibility reasons:** The Perpetual Securities may be redeemed at the option of the relevant Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' irrevocable notice to the Noteholders, the Trustee, the Issuing and Paying Agent, the CMU Lodging and Paying Agent or the CDP Paying Agent, as the case may be, and the Registrar, at their Early Redemption Amount if the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor satisfies the Trustee immediately before giving such notice that, as a result of:
- (i) any amendment to, or change in, the laws (or any rules or regulations thereunder) of Singapore or any political subdivision or any taxing authority thereof or therein which is enacted, promulgated, issued or becomes effective otherwise on or after the Issue Date;
 - (ii) any amendment to, or change in, an official and binding interpretation of any such laws, rules or regulations by any legislative body, court, governmental agency or regulatory authority (including the enactment of any legislation and the publication of any judicial decision or regulatory determination) which is enacted, promulgated, issued or becomes effective otherwise on or after the Issue Date; or
 - (iii) any applicable official interpretation or pronouncement which is issued or announced on or after the Issue Date that provides for a position with respect to such laws or regulations that differs from the position advised by the relevant Issuer's or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor's tax advisers on or before the Issue Date,

payments by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor would no longer, or within 90 days of the date of the opinion referred to in paragraph (y) below of this Condition 5(d), would not be fully deductible by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor for Singapore income tax purposes (“**Tax Deductibility Event**”), **provided that** no notice of redemption may be given earlier than 90 days prior to the effective date on which payments on the Perpetual Securities would not be fully tax deductible by the relevant Issuer for Singapore profits tax. Prior to the publication of any notice of redemption pursuant to this Condition 5(d), the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor shall deliver or procure that there is delivered to the Trustee (x) a certificate signed by a director or two authorised signatories of the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor stating that the circumstances referred to above prevail and setting out the details of such circumstances and (y) an opinion of the relevant Issuer’s or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor’s independent auditors or tax advisers of recognised standing stating that the circumstances referred to above prevail and the date on which the relevant change or amendment to the tax regime is due to take effect, and the Trustee shall be entitled to accept such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent set out above in of this Condition 5(d) in which event the same shall be conclusive and binding on the Noteholders. For the purposes of determining whether any payments by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor would be fully deductible by the relevant Issuer or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor for Singapore income tax purposes under this Condition 5(d), interest restriction under the total asset method shall be disregarded.

- (e) **Redemption at the Option of the relevant Issuer:** If Call Option is specified hereon, the relevant Issuer may, on giving not less than 30 nor more than 60 days’ irrevocable notice to the Noteholders (or such other notice period as may be specified hereon) redeem all, or if so provided, some of the Perpetual Securities on any Optional Redemption Date shown on the face hereof. Any such redemption of Perpetual Securities shall be at their Early Redemption Amount. All Perpetual Securities in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 5(e).
- (f) **Redemption in the case of Minimal Outstanding Amount:** If Minimal Outstanding Amount Redemption Option is specified hereon, the relevant Issuer may, at any time, on giving not less than 30 nor more than 60 days’ irrevocable notice to the Noteholders (or such other notice period as may be specified hereon) redeem the Perpetual Securities, in whole, but not in part, at their Early Redemption Amount if, immediately before giving such notice, the aggregate principal amount of the Perpetual Securities outstanding is less than 10 per cent. of the aggregate principal amount originally issued. All Perpetual Securities shall be redeemed on the date specified in such notice in accordance with this Condition 5(f).
- (g) **No Other Redemption:** The relevant Issuer shall not be entitled to redeem the Perpetual Securities and shall have no obligation to make any payment of principal in respect of the Perpetual Securities otherwise than as provided in Conditions 5(b) and 5(d) and, to the extent specified hereon, in Conditions 5(c), 5(e) and 5(f) and/or as otherwise specified in the applicable Pricing Supplement.
- (h) **Purchases:**

In respect of the Direct Issuance Perpetual Securities, the Company and any of its Subsidiaries (as the case may be) may at any time purchase Perpetual Securities (**provided that** all unmatured Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price. Perpetual Securities so purchased, while held by or on behalf of the Company or any such Subsidiary, shall not entitle

the holder to vote at any meetings of the holders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the holders or for the purposes of Condition 9(d) or Condition 10(a).

In respect of the Guaranteed Perpetual Securities, Olam Treasury, the Guarantor and any of the Guarantor's Subsidiaries (as the case may be) may at any time purchase Perpetual Securities (**provided that** all unmatured Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price. Perpetual Securities so purchased, while held by or on behalf of Olam Treasury, the Guarantor or any such Subsidiary of the Guarantor, shall not entitle the holder to vote at any meetings of the holders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the holders or for the purposes of Condition 9(d) or Condition 10(a).

(i) ***Cancellation:***

In respect of the Direct Issuance Perpetual Securities, all Perpetual Securities purchased by or on behalf of the Company or any of its Subsidiaries may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Perpetual Security together with all unmatured Coupons and all unexchanged Talons to the Issuing and Paying Agent at its specified office and, in the case of Registered Notes, by surrendering the Certificate representing such Perpetual Securities to the Registrar at its specified office and, in each case, if so surrendered, the same shall, together with all Perpetual Securities redeemed by the Company, be cancelled forthwith (together with all unmatured Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Perpetual Securities so surrendered for cancellation may not be reissued or resold and the obligations of the Company in respect of any such Perpetual Securities shall be discharged.

In respect of the Guaranteed Perpetual Securities, all Perpetual Securities purchased by or on behalf of Olam Treasury, the Guarantor or any of the Guarantor's Subsidiaries may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Perpetual Security together with all unmatured Coupons and all unexchanged Talons to the Issuing and Paying Agent at its specified office and, in the case of Registered Notes, by surrendering the Certificate representing such Perpetual Securities to the Registrar at its specified office and, in each case, if so surrendered, the same shall, together with all Perpetual Securities redeemed by Olam Treasury, be cancelled forthwith (together with all unmatured Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Perpetual Securities so surrendered for cancellation may not be reissued or resold and the obligations of Olam Treasury in respect of any such Perpetual Securities shall be discharged.

6. Payments and Talons

(a) ***Bearer Notes:*** Payments of principal and distribution (including any Arrears of Distribution and any Additional Distribution Amount, if applicable) in respect of Bearer Notes shall, subject as mentioned below, be made against presentation and surrender of the relevant Perpetual Securities (in the case of all other payments of principal and, in the case of distributions, as specified in Condition 6(f)(v)) or Coupons (in the case of distributions, save as specified in Condition 6(f)(ii)), as the case may be:

- (i) in the case of a currency other than Renminbi, at the specified office of any Paying Agent outside the United States by a cheque payable in the relevant currency drawn on, or, at the option of the holder, by transfer to an account denominated in such currency with, a Bank; and
- (ii) in the case of Renminbi, by transfer to a Renminbi account maintained by or on behalf of the Noteholder with a bank in Hong Kong.

In this Condition 6(a) and in Condition 6(b), “**Bank**” means a bank in the principal financial centre for such currency or, in the case of euro, in a city in which banks have access to the TARGET System.

(b) **Registered Notes:**

- (i) Payments of principal in respect of Registered Notes shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in Condition 6(b)(ii).
- (ii) Distributions on Registered Notes shall be paid to the person shown on the Register at the close of business on the fifth (in the case of Renminbi) and fifteenth (in the case of a currency other than Renminbi) day before the due date for payment thereof (the “**Record Date**”). Payments of distributions on each Registered Note shall be made:
 - (x) in the case of a currency other than Renminbi, in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Perpetual Security at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any other Transfer Agent before the Record Date, such payment of distributions may be made by transfer to an account in the relevant currency maintained by the payee with a Bank; and
 - (y) in the case of Renminbi, by transfer to the registered account of the Noteholder.

In this Condition 6(b)(ii), “**registered account**” means the Renminbi account maintained by or on behalf of the Noteholder with a bank in Hong Kong, details of which appear on the Register at the close of business on the fifth business day before the due date for payment.

- (c) **Payments in the United States:** Notwithstanding the foregoing, if any Bearer Notes are denominated in U.S. Dollars, payments in respect thereof may be made at the specified office of any Paying Agent in New York City in the same manner as aforesaid if (i) the relevant Issuer shall have appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment of the amounts on the Perpetual Securities in the manner provided above when due, (ii) payment in full of such amounts at all such offices is illegal or effectively precluded by exchange controls or other similar restrictions on payment or receipt of such amounts and (iii) such payment is then permitted by United States law, without involving, in the opinion of the relevant Issuer, any adverse tax consequence to the relevant Issuer.
- (d) **Payments subject to Fiscal Laws:** All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives, but without prejudice to the provisions of Condition 7. No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.
- (e) **Appointment of Agents:** The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrars, and the Transfer Agent initially appointed by the relevant Issuer and their respective specified offices are listed below. The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, the Paying Agents, the Registrars, and the Transfer Agents appointed under the Agency Agreement and any Calculation Agents appointed in respect of any Perpetual Securities act solely as agents of the relevant Issuer and do not assume any obligation or relationship of agency or trust for or with any Noteholder or Couponholder. The relevant Issuer reserves the right at any time to vary or terminate the appointment of the Issuing and Paying Agent, the CMU Lodging and Paying Agent, the CDP Paying Agent, any other Paying Agent, any Registrar, any Transfer

Agent, or any Calculation Agent in accordance with the provisions of the Agency Agreement and to appoint additional or other Paying Agents or Transfer Agents, in each case in accordance with the Agency Agreement, **provided that** the relevant Issuer shall at all times maintain (i) an Issuing and Paying Agent, (ii) a Registrar in relation to Registered Notes, (iii) a Transfer Agent in relation to Registered Notes, (iv) a CMU Lodging and Paying Agent in relation to Perpetual Securities accepted for clearance through the CMU, (v) a CDP Paying Agent in relation to Perpetual Securities cleared through CDP, (vi) one or more Calculation Agent(s) where these Conditions so require, (vii) a Paying Agent in Singapore, where the Perpetual Securities may be presented or surrendered for payment or redemption, in the event that the Global Notes are exchanged for definitive Perpetual Securities, for so long as the Perpetual Securities are listed on the SGX-ST and the rules of the SGX-ST so require and (viii) such other agents as may be required by any other stock exchange on which the Perpetual Securities may be listed.

In addition, the relevant Issuer shall forthwith appoint a Paying Agent in New York City in respect of any Bearer Notes denominated in U.S. Dollars in the circumstances described in Condition 6(c).

Notice of any such change or any change of any specified office shall promptly be given to the Noteholders.

(f) *Unmatured Coupons and unexchanged Talons:*

- (i) Upon the due date for redemption of Bearer Notes which comprise Fixed Rate Notes (other than Dual Currency Notes), such Perpetual Securities should be surrendered to the relevant Paying Agent for payment together with all unexpired Coupons (if any) relating thereto, failing which an amount equal to the face value of each missing unexpired Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unexpired Coupon that the sum of principal so paid bears to the total principal due) shall be deducted from the principal amount or the Early Redemption Amount, as the case may be, due for payment. Any amount so deducted shall be paid in the manner mentioned above against surrender of such missing Coupon within a period of 10 years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 8).
- (ii) Upon the due date for redemption of any Bearer Note comprising a Floating Rate Note or Dual Currency Note, unexpired Coupons relating to such Perpetual Security (whether or not attached) shall become void and no payment shall be made in respect of them.
- (iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Perpetual Security (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
- (iv) Where any Bearer Note that provides that the relative unexpired Coupons are to become void upon the due date for redemption of those Bearer Notes is presented for redemption without all unexpired Coupons, and where any Bearer Note is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the relevant Issuer, the Issuing and Paying Agent and/or the Registrar may require.
- (v) If the due date for redemption of any Perpetual Security is not a Distribution Payment Date, distributions accrued from the preceding Distribution Payment Date or the Distribution Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate representing it, as the case may be.

- (g) **Talons:** On or after the Distribution Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent on any business day in the location of the specified office of the Issuing and Paying Agent in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 8).
- (h) **Non-Business Days:** If any date for payment in respect of any Perpetual Security or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day nor to any distribution or other sum in respect of such postponed payment. In this Condition 6, “**business day**” means a day (other than a Saturday, Sunday or public holiday) on which, in the case of Perpetual Securities to be cleared through Euroclear and Clearstream, Euroclear and Clearstream are operating or, in the case of Perpetual Securities to be cleared through the CMU, the CMU is operating or, in the case of Perpetual Securities to be cleared through CDP, CDP is operating and, in each case, on which banks and foreign exchange markets are open for general business in Singapore and in the relevant place of presentation (if presentation and/or surrender of such Perpetual Security or Coupon is required), in such jurisdictions as shall be specified as “**Financial Centres**” hereon and:
 - (i) (in the case of a payment in a currency other than euro and Renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency;
 - (ii) (in the case of a payment in euro) which is a TARGET Business Day; or
 - (iii) (in the case of a payment in Renminbi) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong.

7. Taxation

All payments of principal and distributions (including any Arrears of Distribution and any Additional Distribution Amount, if applicable) by or on behalf of the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor in respect of the Perpetual Securities and the Coupons shall be made free and clear of, and without withholding or deduction for, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor shall pay such additional amounts as will result in receipt by the Noteholders and the Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable with respect to any Perpetual Security or Coupon presented for payment:

- (a) **Other connection:** by or on behalf of, a holder who is liable to such taxes, duties, assessments or governmental charges in respect of such Perpetual Security or Coupon by reason of his having some connection with Singapore other than the mere holding of the Perpetual Security or Coupon; or where the withholding or deduction could be avoided by the holder making a declaration of non-residence or other similar claim for exemption to the appropriate authority which such holder is legally capable and competent of making but fails to do so; or
- (b) **Presentation more than 30 days after the Relevant Date:** more than 30 days after the Relevant Date (as defined below) except to the extent that the holder of it would have been entitled to such additional amounts on presenting it for payment on the last day of such period of 30 days.

As used in these Conditions, “**Relevant Date**” in respect of any Perpetual Security or Coupon means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Noteholders that, upon further presentation of the Perpetual Security (or relative Certificate) or Coupon being made in accordance with these Conditions, such payment will be made, **provided that** payment is in fact made upon such presentation.

References in these Conditions to (i) “**principal**” shall be deemed to include any premium payable in respect of the Perpetual Securities, any Early Redemption Amount and all other amounts in the nature of principal payable pursuant to Condition 5 or any amendment or supplement to it and (ii) “**principal**”, “**Distribution**”, “**Arrears of Distribution**” and “**Additional Distribution Amount**” shall be deemed to include any additional amounts in respect of principal, distribution, Arrears of Distribution or Additional Distribution Amount (as the case may be) which may be payable pursuant to this Condition 7 or any undertaking given in addition to or in substitution for it under the Trust Deed.

Notwithstanding any other provision in these Conditions, the relevant Issuer and (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor shall be permitted to withhold or deduct any amounts required by the rules of U.S. Internal Revenue Code of 1986 Sections 1471 through 1474 (or any amended or successor provisions), pursuant to any inter-governmental agreement, or implementing legislation adopted by another jurisdiction in connection with these provisions, or pursuant to any agreement with the U.S. Internal Revenue Service (“**FATCA withholding**”). The relevant Issuer and/or (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor will have no obligation to pay additional amounts or otherwise indemnify a holder for any FATCA withholding deducted or withheld by the relevant Issuer, (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor, a Paying Agent or any other party as a result of any person (other than an agent of the relevant Issuer or (where applicable) the Guarantor) not being entitled to receive payments free of FATCA withholding.

8. Prescription

Claims against the relevant Issuer for payment in respect of the Perpetual Securities and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of distribution) from the appropriate Relevant Date in respect of them.

9. Non-payment

- (a) **Non-payment when due:** Notwithstanding any of the provisions below in this Condition 9, the right to institute proceedings for Winding-Up is limited to circumstances where payment under the Perpetual Securities has become due. In the case of any distribution (including Arrears of Distribution or Additional Distribution Amounts, if applicable), such distribution will not be due if the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) has elected to defer that distribution in accordance with Condition 4(h). In addition, nothing in this Condition 9, including any restriction on commencing proceedings, shall in any way restrict or limit the rights of the Trustee or any of its directors, officers, employees or agents to claim from or to otherwise take any action against the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) in respect of any costs, charges, fees, expenses or liabilities incurred by such party pursuant to or in connection with the Perpetual Securities or the Trust Deed.

- (b) **Proceedings for Winding-Up:** If (i) an order is made or an effective resolution is passed for the Winding-Up of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor), and such order or resolution is subsisting and has not been discharged, stayed, dismissed, rescinded, revoked or superceded, as the case may be, or (ii) the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) fails to pay the principal of or any distribution (including Arrears of Distribution and Additional Distribution Amounts, if applicable) on the Perpetual Securities (save, for the avoidance of doubt, for distributions (including Arrears of Distribution and Additional Distribution Amounts, if applicable) which have been deferred in accordance with Condition 4(h)) and such failure continues for a period of 10 days or more after the date on which such payment is due (together the “**Enforcement Events**”, and each an “**Enforcement Event**”), the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) shall be deemed to be in default under the Trust Deed and the Perpetual Securities and the Trustee may, subject to the provisions of Condition 9(d), institute proceedings for the Winding-Up of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) and/or prove in the Winding-Up of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) and/or claim in the liquidation of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) for such payment, as provided in the Trust Deed.
- (c) **Enforcement:** Without prejudice to Condition 9(b) but subject to the provisions of Condition 9(d), the Trustee may without further notice to the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) institute such proceedings against the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) as it may think fit to enforce any term or condition binding on the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) under the Perpetual Securities (other than any payment obligation of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) under or arising from the Perpetual Securities, including, without limitation, payment of any principal or premium (if any) or satisfaction of any distributions (including any Arrears of Distribution and any Additional Distribution Amount, if applicable) in respect of the Perpetual Securities, including any damages awarded for breach of any obligations), **provided that** in no event shall the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor), by virtue of the institution of any such proceedings, be obliged to pay any sum or sums, in cash or otherwise, sooner than the same would otherwise have been payable by it.
- (d) **Entitlement of Trustee:** The Trustee shall not and shall not be obliged to take any of the actions referred to in Condition 9(b) or Condition 9(c) against the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) to enforce the terms of the Trust Deed or the Perpetual Securities unless (i) it shall have been so requested by an Extraordinary Resolution of the Noteholders or in writing by the Noteholders of at least twenty five per cent. in principal amount of the Perpetual Securities then outstanding and (ii) it shall have been first indemnified and/or secured and/or pre-funded to its satisfaction.
- (e) **Right of Noteholders:** No Noteholder or Couponholder shall be entitled to proceed directly against the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) or to institute proceedings for the Winding-Up or claim in the liquidation of the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) or to prove in such Winding-Up unless the Trustee, having become so bound to proceed or being able to prove in such Winding-Up or claim in such liquidation, fails to do so within a reasonable period and such failure shall be continuing, in which case the Noteholder or the Couponholder, as the case may be, shall have only such rights against the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) as those which the Trustee is entitled to exercise as set out in this Condition 9.

- (f) ***Extent of Noteholders' remedy:*** No remedy against the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor), other than as referred to in this Condition 9, shall be available to the Trustee or the Noteholders or the Couponholders, whether for the recovery of amounts owing in respect of the Trust Deed, the Perpetual Securities or in respect of any breach by the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) of any of its other obligations under or in respect of the Trust Deed or the Perpetual Securities.

10. Meetings of Noteholders, Modification and Waiver

- (a) ***Meetings of Holders:*** The Trust Deed contains provisions for convening meetings of Noteholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Trust Deed) of a modification of any of these Conditions or any provisions of the Trust Deed. Such a meeting may be convened by Noteholders holding not less than 10 per cent. in principal amount of the Perpetual Securities for the time being outstanding. The quorum for any meeting convened to consider an Extraordinary Resolution shall be two or more persons holding or representing more than 50 per cent. in principal amount of the Perpetual Securities for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the principal amount of the Perpetual Securities held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to modify the maturity of the Perpetual Securities or to amend the redemption of the Perpetual Securities or the dates on which any distribution (including Arrears of Distribution or Additional Distribution Amounts, if applicable) is payable on the Perpetual Securities, (ii) to reduce or cancel the principal amount of or any premium payable on redemption of the Perpetual Securities, (iii) to reduce the Distribution Rate in respect of the Perpetual Securities or to vary the method or basis of calculating the distribution in respect of the Perpetual Securities, (iv) if a Minimum Distribution Rate and/or a Maximum Distribution Rate or Redemption Amount is shown hereon, to reduce any such Minimum Distribution Rate and/or Maximum Distribution Rate, (v) to vary any method of, or basis for, calculating the Early Redemption Amount, (vi) to vary the currency or currencies of payment or denomination of the Perpetual Securities, (vii) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass an Extraordinary Resolution, (viii) if this Perpetual Security is a Subordinated Perpetual Security, to amend the subordination provisions in the Trust Deed or these Conditions (as they relate to the subordination of Subordinated Perpetual Securities), or (ix) to change the terms of the Guarantee of the Perpetual Securities, in which case the necessary quorum shall be two or more persons holding or representing not less than 75 per cent., or at any adjourned meeting not less than 25 per cent., in principal amount of the Perpetual Securities for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Noteholders (whether or not they were present at the meeting at which such resolution was passed) and on all Couponholders.

The Trust Deed provides that a resolution in writing signed by or on behalf of the Noteholders of not less than 90 per cent. in principal amount of the Perpetual Securities outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Noteholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

These Conditions may be amended, modified or varied in relation to any Series of Perpetual Securities by the terms of the relevant Pricing Supplement in relation to such Series.

- (b) **Modification and Waiver:** The Trustee may agree, without the consent of the Noteholders or Couponholders, to (i) any modification of any of the provisions of the Perpetual Securities, the Agency Agreement, the Trust Deed or these Conditions that is of a formal, minor or technical nature or is made to correct a manifest error or to comply with any mandatory provisions of applicable law or as required by Euroclear and/or Clearstream and/or the CMU and/or CDP, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Perpetual Securities, the Agency Agreement, the Trust Deed or these Conditions that is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders. Any such modification, authorisation or waiver shall be binding on the Noteholders and the Couponholders and, unless the Trustee otherwise requires, the relevant Issuer shall notify the Noteholders, or shall procure that notification be made to the Noteholders, of such modification, authorisation or waiver.
- (c) **Substitution:** The Trust Deed contains provisions permitting the Trustee to agree, subject to such amendment of the Trust Deed and satisfaction of such other conditions as the Trustee may require, but without the consent of the Noteholders or Couponholders, to the substitution of certain entities in place of the relevant Issuer, or of any previous substituted company, as principal debtor under the Trust Deed and the Perpetual Securities and as a party to the Agency Agreement.
- (d) **Entitlement of the Trustee:** In connection with the exercise of its functions, rights, powers and discretions (including but not limited to those referred to in this Condition 10) the Trustee shall have regard to the interests of the Noteholders as a class and shall not have regard to the consequences of such exercise for individual Noteholders or Couponholders and the Trustee, acting for and on behalf of Noteholders, shall not be entitled to require on behalf of any Noteholder or Couponholder, nor shall any Noteholder or Couponholder be entitled to claim, from the relevant Issuer (or, in respect of each Tranche of Guaranteed Perpetual Securities, the Guarantor) any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders or Couponholders.

11. Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the relevant Issuer, (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor and any entity related to the relevant Issuer or the Guarantor without accounting for any profit.

The Trustee may rely without liability to Noteholders or Couponholders on any report, confirmation or certificate or any advice of any accountants, financial advisers, financial institution or any other expert, whether or not addressed to it and whether or not their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or any other person or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation or certificate or advice without liability to the Noteholders or any other person. Any such report, confirmation or certificate or advice shall (in the absence of manifest error) be binding on the relevant Issuer, (in respect of each Tranche of Guaranteed Perpetual Securities) the Guarantor, the Trustee, the Noteholders and the Couponholders.

12. Replacement of Perpetual Securities, Certificates, Coupons and Talons

If a Perpetual Security, Certificate, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of the Issuing and Paying Agent (in the case of Bearer Notes, Coupons or Talons) and of the Registrar (in the case of Certificates) or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the relevant Issuer for the purpose and notice of whose designation is given to Noteholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Perpetual Security, Certificate, Coupon or Talon is subsequently presented for payment or, as the case may be, for exchange for further Coupons, there shall be paid to the relevant Issuer on demand the amount payable by the relevant Issuer in respect of such Perpetual Securities, Certificates, Coupons or further Coupons) and otherwise as the relevant Issuer, the Issuing and Paying Agent and/or the Registrar may require. Mutilated or defaced Perpetual Securities, Certificates, Coupons or Talons must be surrendered before replacements will be issued.

13. Further Issues

The relevant Issuer may from time to time without the consent of the Noteholders or Couponholders create and issue further securities either having the same terms and conditions as the Perpetual Securities in all respects (or in all respects except for the first payment of distribution on them) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Perpetual Securities) or upon such terms as the relevant Issuer may determine at the time of their issue. References in these Conditions to the Perpetual Securities include (unless the context requires otherwise) any other securities issued pursuant to this Condition 13 and forming a single series with the Perpetual Securities. Any further securities forming a single series with the outstanding securities of any series (including the Perpetual Securities) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Noteholders and the holders of securities of other series where the Trustee so decides.

14. Notices

Notices to the holders of Registered Notes shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notices to the holders of Bearer Notes shall be valid if published in a daily newspaper of general circulation in Singapore (which is expected to be *The Business Times*). If any such publication is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Singapore. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above. The relevant Issuer shall also ensure that notices are duly published in a manner that complies with the rules and regulations of any stock exchange or other relevant authority on which the Perpetual Securities are for the time being listed.

Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the holders of Bearer Notes in accordance with this Condition 14.

So long as the Perpetual Securities are represented by a Global Note or a Global Certificate and such Global Note or Global Certificate is held (i) on behalf of Euroclear or Clearstream, or any other clearing system (except as provided in (ii) and (iii) below), notices to the holders of Perpetual Securities of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by these

Conditions or by delivery of the relevant notice to the holder of the Global Note or Global Certificate; (ii) on behalf of the CMU, notices to the holders of Perpetual Securities of that Series may be given by delivery of the relevant notice to the persons shown in a CMU instrument position report issued by the CMU on the second business day preceding the date of despatch of such notice as holding interests in the relevant Global Note or Global Certificate; or (iii) by CDP, notices to the holders of Perpetual Securities of that Series may be given by delivery of the relevant notice to the persons shown in the list of Noteholders provided by CDP. Any such notice will be deemed to have been given at 5.00 pm on the day the relevant clearing system receiving such date.

15. Contracts (Rights of Third Parties) Act

No person shall have any right to enforce any term or condition of the Perpetual Securities under the [Contracts (Rights of Third Parties) Act 1999]¹ [Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore]².

16. Governing Law and Jurisdiction

- (a) **Governing Law:** The Trust Deed, the Agency Agreement, the Perpetual Securities, the Coupons and the Talons and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, [English]¹ [Singapore]² law [, except that the subordination provisions set out in Condition 3(b) applicable to the relevant Issuer shall be governed by and construed in accordance with Singapore law. In the event that the relevant Issuer's jurisdiction is not Singapore or England, the Trustee needs to agree in writing to the jurisdiction of the relevant Issuer prior to the Perpetual Securities being issued]².
- (b) **Jurisdiction:** The Courts of [England]¹ [Singapore]² are to have jurisdiction to settle any disputes that may arise out of or in connection with any Perpetual Securities, Coupons or Talons and accordingly any legal action or proceedings arising out of or in connection with any Perpetual Securities, Coupons, or Talons (“**Proceedings**”) may be brought in such courts. Each of the Company and Olam Treasury has in the Trust Deed irrevocably submitted to the jurisdiction of such courts.
- (c) [**Service of Process:** Each of the Company and Olam Treasury has irrevocably appointed Olam Europe Limited as its agent in England to receive, for it and on its behalf, service of process in any Proceedings in England.]¹

1 The language indicated in brackets shall be included in the Terms and Conditions of the Perpetual Securities that are governed by English law.

2 The language indicated in brackets shall be included in the Terms and Conditions of the Perpetual Securities that are governed by Singapore law.

SUMMARY OF PROVISIONS RELATING TO THE NOTES AND THE PERPETUAL SECURITIES WHILE IN GLOBAL FORM

1. Initial Issue of Notes

Global Notes and Global Certificates may be delivered on or prior to the original issue date of the Tranche to a common depository for Euroclear and Clearstream (the “**Common Depository**”) or CDP or a sub-custodian for the CMU.

Upon the initial deposit of a Global Note with the Common Depository or with CDP or with a sub-custodian for the CMU or registration of Registered Notes in the name of (i) any nominee for Euroclear or Clearstream (as the case may be), (ii) CDP and/or (iii) the HKMA as operator of the CMU and delivery of the relevant Global Certificate to the Common Depository or CDP or the sub-custodian for the CMU (as the case may be), Euroclear or Clearstream or CDP or the CMU (as the case may be) will credit each subscriber with a principal amount of Notes equal to the principal amount thereof for which it has subscribed and paid.

Notes that are initially deposited with the Common Depository may also be credited to the accounts of subscribers with (if indicated in the relevant Pricing Supplement) other clearing systems through direct or indirect accounts with Euroclear and Clearstream held by such other clearing systems. Conversely, Notes that are initially deposited with any other clearing system may similarly be credited to the accounts of subscribers with Euroclear, Clearstream or other clearing systems.

2. Relationship of Accountholders with Clearing Systems

Each of the persons shown in the records of Euroclear, Clearstream, CDP or any other clearing system (each an “**Alternative Clearing System**”) as the holder of a Note represented by a Global Note or a Global Certificate must look solely to Euroclear, Clearstream, CDP or any such Alternative Clearing System (as the case may be) for his share of each payment made by the relevant Issuer to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, and in relation to all other rights arising under the Global Notes or Global Certificates, subject to and in accordance with the respective rules and procedures of Euroclear, Clearstream, CDP or such Alternative Clearing System (as the case may be). Such persons shall have no claim directly against the relevant Issuer in respect of payments due on the Notes for so long as the Notes are represented by such Global Note or Global Certificate and such obligations of the relevant Issuer will be discharged by payment to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, in respect of each amount so paid.

If a Global Note or a Global Certificate is lodged with a sub-custodian for or registered with the CMU, the person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU in accordance with the rules of the CMU as notified by the CMU to the CMU Lodging and Paying Agent in a relevant CMU Instrument Position Report (as defined in the rules of the CMU) or any other relevant notification by the CMU (which notification, in either case, shall be conclusive evidence of the records of the CMU save in the case of manifest error) shall be the only person(s) entitled or, in the case of Registered Notes, directed or deemed by the CMU as entitled to receive payments in respect of Notes represented by such Global Note or Global Certificate and the relevant Issuer will be discharged by payment to, or to the order of, such person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU in respect of each amount so paid. Each of the persons shown in the records of the CMU, as the holder of a particular principal amount of Notes represented by such Global Note or Global Certificate must look solely to the CMU Lodging and Paying Agent for his share of each payment so made by the relevant Issuer in respect of such Global Note or Global Certificate.

3. Exchange

3.1 *Temporary Global Notes*

Each temporary Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date (as defined below):

- (i) if the relevant Pricing Supplement indicates that such Global Note is issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(C) (the “**C Rules**”) or in a transaction to which the United States Tax Equity and Fiscal Responsibility Act of 1982 (“**TEFRA**”) is not applicable, in whole, but not in part, for the Definitive Notes defined and described below; and
- (ii) otherwise, in whole or in part upon certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement for interests in a permanent Global Note or, if so provided in the relevant Pricing Supplement, for Definitive Notes.

The CMU may require that any such exchange for a permanent Global Note is made in whole and not in part and in such event, no such exchange will be effected until all relevant account holders (as set out in a CMU Instrument Position Report (as defined in the rules of the CMU) or any other relevant notification supplied to the CMU Lodging and Paying Agent by the CMU) have so certified.

The holder of a temporary Global Note will not be entitled to collect any payment of interest, distributions, principal or other amount due on or after the Exchange Date unless, upon due presentation of the temporary Global Note for exchange or delivery of (or, in the case of a subsequent exchange, due endorsement of) a permanent Global Note or for delivery of Definitive Notes, as the case may be, is improperly withheld or refused by or on behalf of the relevant Issuer.

3.2 *Permanent Global Notes*

Each permanent Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date in whole but not, except as provided under paragraph 3.4 below, in part for Definitive Notes:

- (i) if the permanent Global Note is held on behalf of Euroclear, Clearstream, the CMU or an Alternative Clearing System and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or in fact does so; or
- (ii) if the permanent Global Note is cleared through the CDP System (as defined in “*Clearance and Settlement – CDP*”) and (a) in the case of Notes other than Perpetual Securities, an Event of Default (as defined in the Terms and Conditions of the Notes other than the Perpetual Securities) entitling the Trustee to declare all the Notes to be due and payable as provided in the Terms and Conditions of the Notes other than the Perpetual Securities has occurred and is continuing, (b) in the case of Perpetual Securities, an Enforcement Event (as defined in the Terms and Conditions of the Perpetual Securities) has occurred and is continuing, (c) CDP has closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise), (d) CDP has announced an intention to permanently cease business and no alternative clearing system is available or (e) CDP has notified the relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties as set out in the relevant master depository services agreement made between the relevant Issuer and CDP and no alternative clearing system is available.

In the event that a Global Note is exchanged for Definitive Notes, such Definitive Notes shall be issued in Specified Denomination(s) only. A Noteholder who holds a principal amount of less than the minimum Specified Denomination will not receive a Definitive Note in respect of such holding and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

3.3 *Global Certificates*

The following will apply in respect of transfers of Notes held in Euroclear, Clearstream, CDP, the CMU or an Alternative Clearing System. These provisions will not prevent the trading of interests in the Notes within a clearing system whilst they are held on behalf of such clearing system, but will limit the circumstances in which the Notes may be withdrawn from the relevant clearing system.

Transfers of the holding of Notes represented by any Global Certificate pursuant to Condition 2(b) of the Terms and Conditions of the Notes other than the Perpetual Securities (in the case of Notes other than Perpetual Securities) or Condition 2(b) of the Terms and Conditions of the Perpetual Securities (in the case of Perpetual Securities) may only be made:

- (i) in whole but not in part if the relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so; or
- (ii) in whole or in part with the prior consent of the relevant Issuer; or
- (iii) in whole but not in part if the Global Certificate is cleared through CDP and:
 - (a) in the case of Notes other than Perpetual Securities, an Event of Default entitling the Trustee to declare all the Notes to be due and payable as provided in the Terms and Conditions of the Notes other than Perpetual Securities has occurred and is continuing; or
 - (b) in the case of Perpetual Securities, an Enforcement Event has occurred and is continuing; or
 - (c) CDP has closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise); or
 - (d) CDP has announced an intention to permanently cease business and no alternative clearing system is available; or
 - (e) CDP has notified the relevant Issuer that it is unable or unwilling to act as depository for the Notes and to continue performing its duties as set out in the relevant master depository services agreement made between the relevant Issuer and CDP and no alternative clearing system is available,

provided that, in the case of the first transfer of part of a holding pursuant to paragraph 3.3(i) above, the Registered Noteholder has given the Registrar not less than 30 days' notice at its specified office of the Registered Noteholder's intention to effect such transfer.

3.4 *Partial Exchange of Permanent Global Notes*

For so long as a permanent Global Note is held on behalf of a clearing system and the rules of that clearing system permit, such permanent Global Note will be exchangeable in part on one or more occasions for Definitive Notes if so provided in, and in accordance with, the Terms and

Conditions of the Notes other than the Perpetual Securities or, as the case may be, the Terms and Conditions of the Perpetual Securities (which will be set out in the relevant Pricing Supplement) relating to Partly Paid Notes.

3.5 Delivery of Notes

On or after any due date for exchange, the holder of a Global Note may surrender such Global Note or, in the case of a partial exchange, present it for endorsement to or to the order of the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through CDP, the CDP Paying Agent). In exchange for any Global Note, or the part thereof to be exchanged, the relevant Issuer will (i) in the case of a temporary Global Note exchangeable for a permanent Global Note, deliver, or procure the delivery of, a permanent Global Note in an aggregate principal amount equal to that of the whole or that part of a temporary Global Note that is being exchanged or, in the case of a subsequent exchange, endorse, or procure the endorsement of, a permanent Global Note to reflect such exchange or (ii) in the case of a Global Note exchangeable for Definitive Notes, deliver, or procure the delivery of, an equal aggregate principal amount of duly executed and authenticated Definitive Notes. Global Notes and Definitive Notes will be delivered outside the United States and its possessions. In this Offering Circular, “**Definitive Notes**” means, in relation to any Global Note, the definitive Bearer Notes for which such Global Note may be exchanged (if appropriate, having attached to them all Coupons and Receipts in respect of interest or Instalment Amounts that have not already been paid on the Global Note and a Talon). Definitive Notes will be security printed in accordance with any applicable stock exchange requirements in or substantially in the form set out in the Schedules to the Trust Deed. On exchange in full of each permanent Global Note, the relevant Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with the relevant Definitive Notes.

3.6 Exchange Date

“**Exchange Date**” means, in relation to a temporary Global Note, the day falling after the expiry of 40 days after its issue date and, in relation to a permanent Global Note, a day falling not less than 60 days after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Issuing and Paying Agent or, in the case of Notes cleared through the CMU, the CMU Lodging and Paying Agent or, in the case of Notes cleared through CDP, the CDP Paying Agent, is located and in the city in which the relevant clearing system is located.

4. Amendment to Conditions

The temporary Global Notes, permanent Global Notes and Global Certificates contain provisions that apply to the Notes that they represent, some of which modify the effect of the Terms and Conditions of the Notes other than the Perpetual Securities or, as the case may be, the Terms and Conditions of the Perpetual Securities set out in this Offering Circular. The following is a summary of certain of those provisions:

4.1 Payments

No payment falling due after the Exchange Date will be made on any Global Note unless exchange for an interest in a permanent Global Note or for Definitive Notes is improperly withheld or refused.

Payments on any temporary Global Note issued in compliance with the D Rules before the Exchange Date will only be made against presentation of certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement. All payments in respect of Notes

represented by a Global Note (except with respect to a Global Note held through the CMU) will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of that Global Note to or to the order of the Issuing and Paying Agent or such other Paying Agent as shall have been notified to the Noteholders for such purpose. A record of each payment so made will be enfaced on each Global Note, which endorsement will be *prima facie* evidence that such payment has been made in respect of the Notes. Condition 7(e)(vii) and Condition 8(d) of the Terms and Conditions of the Notes other than the Perpetual Securities (in the case of Notes other than Perpetual Securities) or Condition 6(e)(vii) and Condition 7(d) of the Terms and Conditions of the Perpetual Securities (in the case of Perpetual Securities) will apply to the Definitive Notes only. For the purpose of any payments made in respect of a Global Note, the relevant place of presentation (if applicable) shall be disregarded in the definition of “business day” set out in Condition 7(h) (of the Terms and Conditions of the Notes other than the Perpetual Securities) (in the case of Notes other than Perpetual Securities) or Condition 6(h) (of the Terms and Conditions of the Perpetual Securities) (in the case of Perpetual Securities).

All payments in respect of Notes represented by a Global Certificate (other than a Global Certificate held through the CMU) will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the Clearing System Business Day immediately prior to the date for payment, where “**Clearing System Business Day**” means Monday to Friday inclusive except 25 December and 1 January.

In respect of a Global Note or Global Certificate held through the CMU, any payments of principal, interest (if any) or any other amounts shall be made to the person(s) for whose account(s) interests in the relevant Global Note or Global Certificate are credited (as set out in a CMU Instrument Position Report (as defined in the rules of the CMU) or any other relevant notification supplied to the CMU Lodging and Paying Agent by the CMU) and, save in the case of final payment, no presentation of the relevant bearer Global Note or Global Certificate shall be required for such purpose.

4.2 Prescription

Claims against the relevant Issuer in respect of Notes that are represented by a permanent Global Note will become void unless it is presented for payment within a period of 10 years (in the case of principal) and five years (in the case of interest or distribution) from the appropriate Relevant Date (as defined in Condition 8 of the Terms and Conditions of the Notes other than the Perpetual Securities (in the case of Notes other than Perpetual Securities) or Condition 7 of the Terms and Conditions of the Perpetual Securities (in the case of Perpetual Securities)).

4.3 Meetings

The holder of a permanent Global Note or of the Notes represented by a Global Certificate shall (unless such permanent Global Note or Global Certificate represents only one Note) be treated as being two persons for the purposes of any quorum requirements of a meeting of Noteholders and, at any such meeting, the holder of a permanent Global Note or of the Notes represented by a Global Certificate shall be treated as having one vote in respect of each integral currency unit of the Specified Currency of the Notes. (All holders of Registered Notes are entitled to one vote in respect of each integral currency unit of the Specified Currency of the Notes comprising such Noteholder’s holding, whether or not represented by a Global Certificate.)

4.4 Cancellation

Cancellation of any Note represented by a permanent Global Note that is required by the Conditions to be cancelled (other than upon its redemption) will be effected by reduction in the principal amount of the relevant permanent Global Note or its presentation to or to the order of the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through the CDP System, the CDP Paying Agent) for endorsement in the relevant schedule of such permanent Global Note or in the case of a Global Certificate, by reduction in the aggregate principal amount of the Certificates in the register of the certificateholders, whereupon the principal amount thereof shall be reduced for all purposes by the amount so cancelled and endorsed.

4.5 Purchase

Notes represented by a permanent Global Note may only be purchased by the relevant Issuer or any of its subsidiaries if they are purchased together with the rights to receive all future payments of interest, distribution and Instalment Amounts (if any) thereon.

4.6 Issuer's Option

Any option of the relevant Issuer provided for in the Conditions of any Notes while such Notes are represented by a permanent Global Note shall be exercised by the relevant Issuer giving notice to the Noteholders within the time limits set out in and containing the information required by the Terms and Conditions of the Notes other than the Perpetual Securities or, as the case may be, the Terms and Conditions of the Perpetual Securities, except that the notice shall not be required to contain the serial numbers of Notes drawn in the case of a partial exercise of an option and accordingly no drawing of Notes shall be required. In the event that any option of the relevant Issuer is exercised in respect of some but not all of the Notes of any Series, the rights of accountholders with a clearing system in respect of the Notes will be governed by the standard procedures of Euroclear, Clearstream, the CMU, CDP or any alternative clearing system (as the case may be).

4.7 Noteholders' Options (in the case of Notes other than Perpetual Securities only)

Any option of the Noteholders provided for in the Terms and Conditions of the Notes other than the Perpetual Securities while such Notes are represented by a permanent Global Note may be exercised by the holder of the permanent Global Note giving notice to the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through the CDP System, the CDP Paying Agent) within the time limits relating to the deposit of Notes with a Paying Agent set out in the Conditions substantially in the form of the notice available from any Paying Agent, except that the notice shall not be required to contain the serial numbers of the Notes in respect of which the option has been exercised, and stating the principal amount of Notes in respect of which the option is exercised and at the same time presenting the permanent Global Note to the Issuing and Paying Agent, or to a Paying Agent acting on behalf of the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through the CDP System, the CDP Paying Agent), for notation.

4.8 Trustee's Powers

In considering the interests of Noteholders while any Global Note is held by or on behalf of, or Registered Notes are registered in the name of, or in the name of any nominee or sub-custodian for, a clearing system, the Trustee and the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent and, in the case of Notes cleared through the CDP System, the CDP Paying Agent) are entitled to have regard to

any information provided to it by such clearing system or its operator as to the identity (either individually or by category) of its accountholders with entitlements to such Global Note or Registered Notes and are entitled to consider such interests as if such accountholders were the holders of the Notes represented by such Global Note or Global Certificate.

4.9 Notices

So long as any Notes are represented by a Global Note or a Global Certificate and such Global Note or Global Certificate is held on behalf of (i) Euroclear and/or Clearstream or any other clearing system (except as provided in (ii) and (iii) below of this paragraph 4.9), notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by the Terms and Conditions of the Notes other than the Perpetual Securities or, as the case may be, the Terms and Conditions of the Perpetual Securities or by delivery of the relevant notice to the holder of the Global Note or Global Certificate or (ii) the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the CMU on the business day preceding the date of despatch of such notice as holding interests in the relevant Global Note or Global Certificate or (iii) CDP, subject to the agreement of CDP, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to CDP for communication by it to entitled accountholders in substitution for publication as required by the Terms and Conditions of the Notes other than the Perpetual Securities or, as the case may be, the Terms and Conditions of the Perpetual Securities or by delivery of the relevant notice to the holder of the Global Note or Global Certificate.

5. Partly Paid Notes

The provisions relating to Partly Paid Notes are not set out in this Offering Circular, but will be contained in the relevant Pricing Supplement and thereby in the Global Notes. While any instalments of the subscription moneys due from the holder of Partly Paid Notes are overdue, no interest in a Global Note representing such Notes may be exchanged for an interest in a permanent Global Note or for Definitive Notes (as the case may be). If any Noteholder fails to pay any instalment due on any Partly Paid Notes within the time specified, the relevant Issuer may forfeit such Notes and shall have no further obligation to their holders in respect of them.

USE OF PROCEEDS

Unless otherwise specified in the relevant Pricing Supplement, the net proceeds from the issue of each Tranche of Notes will be used by the Group for working capital purposes and general corporate purposes, including financing capital expenditure, repayment of existing debt and potential acquisition opportunities which the Group may pursue in the future as part of its strategic objectives.

CAPITALISATION AND INDEBTEDNESS

The table below sets forth the Group's capitalisation and indebtedness as at 31 December 2018. This table should be read in conjunction with the consolidated financial statements and related notes appearing elsewhere in this Offering Circular.

	Unaudited
	(\$'000)
Short-term Borrowings (repayable within one year)	
Short-term overdrafts	84,161
Short-term loans	3,932,783
Medium-term Notes	749,467
Current portion of finance leases	10,710
Total short-term borrowings	4,777,121
Long-term Borrowings (repayable after one year)	
Bank borrowings	2,848,187
Finance leases	83,396
Medium-term Notes	3,220,467
Bonds	339,064
Total long-term borrowings	6,491,114
Total Borrowings	11,268,235
Total Equity	
Share Capital	3,748,994
Treasury Shares	(166,280)
Capital Securities	1,046,406
Reserves	1,696,246
Equity Attributable to Equity Noteholders of the Company	6,325,366
Minority Interests	138,690
Total Equity	6,464,056
Total Capitalisation and Indebtedness	17,732,291

Except as disclosed in this Offering Circular, since 31 December 2018, there has been no material change in each of the Issuers' capitalisation or indebtedness.

THE COMPANY AND THE GROUP

Overview

The Group is a leading food and agri-business supplying food, ingredients, feed and fibre to over 22,000 customers worldwide. Its value chain spans over 60 countries and includes farming, processing and distribution operations, as well as a sourcing network of 4.7 million farmers.

The Company was established in 1989 as a division of the KC Group to operate its agri-business and was duly incorporated under the laws of Singapore in July 1995. Since the establishment of the business, the Company has evolved from a single-country, single-product trader to a multi-country, multi-product integrated global agribusiness. The expansion of the Group has been possible as a result of pursuing growth strategies by exploiting adjacent opportunities, which it defines as developing opportunities in agricultural products and food ingredients that share customers, costs, capabilities and distribution channels with its existing operations.

The Group's portfolio comprises 16 businesses – Edible Nuts, Spices, Cocoa, Coffee, Dairy, Grains & Animal Feed, Edible Oils, Rice, Sugar & Sweeteners, Packaged Foods, Cotton, Wood Products, Rubber, Fertiliser, Infrastructure & Logistics and Commodity Financial Services. The Group is engaged in the farming, sourcing, processing, storage, transportation, shipping, distribution, trading and marketing of these agricultural products and food ingredients to customers in the Destination Markets. The Group manages the risks present at each stage of the value chain through its risk management system. The Group's profitability is driven by contributions from upstream farming and plantations, supply chain trading volumes handled, midstream processing and manufacturing and the downstream packaged foods business.

As at the Latest Practicable Date, the Company's issued and paid-up share capital was S\$3,812,922,224.14 comprising 3,271,018,657 Shares (including Treasury Shares). The Shares are listed on the Mainboard of the SGX-ST.

The Company is a subsidiary of Temasek Holdings (Private) Limited ("**Temasek Holdings**"). As at the Latest Practicable Date, Temasek Holdings and its subsidiaries and associated companies owned approximately 53.64 per cent. of the Company. Temasek Holdings is wholly-owned by Singapore's Minister for Finance (Incorporated).

The Company is also in a strategic partnership with Mitsubishi Corporation ("**Mitsubishi**"), whereby as at the Latest Practicable Date, Mitsubishi owned approximately 17.43 per cent. of the Company. Mitsubishi has two members on the Board of the Company, as well as some members on the Company's global management team.

Based on the audited consolidated financial statements for FY 2016 and 2017, the Group had, on a consolidated basis, revenue of approximately S\$20.6 billion and S\$26.3 billion respectively and net profit of approximately S\$339.1 million and S\$551.6 million respectively. Based on the audited consolidated financial statements for FY 2016 and 2017, as at 31 December 2016 and 2017, the total assets of the Group (combining non-current and current assets) on a consolidated basis amounted to approximately S\$23.5 billion and S\$22.3 billion respectively. Based on the unaudited consolidated financial statements for the twelve months ended 31 December 2018, the Group had, on a consolidated basis, revenue of approximately S\$30.5 billion and net profit of approximately S\$323.2 million. Based on the unaudited consolidated financial statements for the twelve months ended 31 December 2018, as at 31 December 2018, the total assets of the Group (combining non-current and current assets) on a consolidated basis amounted to approximately S\$23.4 billion.

History and Development

Since the Company's establishment in 1989 and throughout its evolution from a single-country, single-product trader in 1989 to a multi-national, multi-product integrated global food and agri-business, it has expanded into adjacent products, geographic markets, customers and value chain segments through organic and inorganic growth.

The Group's history and development can be categorised into five phases:

Formative Years: 1989 to 1992

The foundations of the Company's business are intrinsically linked to the KC Group, which has over 140 years of trading history. The Company's business was first established in 1989 as a division to start the KC Group's agribusiness enterprise and to generate foreign exchange.

From 1990 to 1995, the KC Group's agri-business was headquartered in London and operated under the name of Chanrai International Limited. The business began with the export of cashews and then expanded into exports of cotton, cocoa and sheanuts from Nigeria. This allowed the development of the Group's origination capabilities and expertise in sourcing, processing and marketing of agricultural products. During this phase, the Group's business was a single-country, multiple-product operation.

Business Model Development: 1993 to 1995

Between 1993 and 1995, the business grew from a single-country operation into multiple origins (being producing countries from which the Group procures its food ingredients and/or agricultural products), first within West Africa (including Benin, Togo, Ghana, Côte d'Ivoire, Burkina Faso, Senegal, Guinea Bissau, Cameroon and the Republic of Gabon (the "RoG")), followed by East Africa (Tanzania, Kenya, Uganda, Mozambique and Madagascar) and then India. This move into multiple Origins coincided with the deregulation of the agricultural commodity markets.

Global Expansion: 1995 to 2001

The Company was incorporated in Singapore on 4 July 1995 under the Companies Act as a public limited company. Subsequently, in 1996, the Company relocated its entire operations from London to Singapore at the invitation of the Singapore Trade Development Board (now known as International Enterprise Singapore).

Upon relocation to Singapore, the KC Group's agri-business was reorganised to be wholly-owned by the Company.

During this phase, the Group applied its business model to capitalise on growth opportunities present in its various businesses. Singapore became the corporate headquarters and the key marketing and trading centre for all its operations. To focus further on quality customer service, marketing offices were opened in Poland, the Netherlands, France, the UK, Italy and the U.S. The Group also established sourcing and marketing operations in Indonesia, Vietnam, Thailand, China, Papua New Guinea, Middle East, Central Asia and Brazil.

Raising Capital for Future Growth: 2002 to 2005

By 2002, the Group had expanded to nine products and 30 countries with total revenues of approximately U.S.\$1.6 billion and profits after-tax of approximately U.S.\$25 million for FY 2002. At this stage, the Group approached various established institutional investors, including Russell AIF Singapore Investments Limited (managed by AIF Capital Limited), Seletar Investments Pte Ltd ("Seletar"), a wholly-owned subsidiary of Temasek Holdings and International Finance Corporation (a member of the World Bank Group) to raise funds for future growth.

Over this period, the Group consolidated its global leadership positions in most of its products and expanded into new products such as peanuts, beans, dairy products and packaged foods.

On 31 January 2005, the Company launched its initial public offering ("IPO") of 375 million ordinary Shares at S\$0.62 per Share. Measured against the market capitalisation of companies then listed on the Mainboard of the SGX-ST, the Company ranked among the 50 largest listed companies with a market capitalisation of S\$929 million at the invitation price. The Company's placement tranche of 345 million Shares (from its 375 million Shares) attracted strong interest from local and global institutional investors as well as leading institutional fund managers. The Company completed the IPO of its Shares, and was admitted to the Official List of the SGX-ST on 11 February 2005.

Building a Global Leader: 2006 to Present

In FY 2006, the Group developed and communicated a M&A framework to investors, so that going forward, acquisitions would form an integral part of the Group's growth strategy alongside organic growth. The M&A strategy focused on building product and value chain adjacencies and bolt-on acquisitions in key geographic areas where the Group planned to accelerate or ramp up growth, for example, in markets like China, Brazil, India and the U.S.

In FY 2009, the Group announced a six-year corporate strategic plan (the “**2009 Strategic Plan**”) to improve significantly the margin profile of the business by FY 2015, by focusing on the following key elements: (i) selectively integrating upstream into plantations, (ii) selectively integrating midstream into value-added processing initiatives, (iii) investing in its core supply chain and value-added services business and (iv) leveraging its latent assets and capabilities to enter into new adjacent business opportunities. Under the 2009 Strategic Plan, the Group had targeted to attain S\$454 million net profit after tax (“**NPAT**” or “**PAT**”) by FY 2015. In addition, 48 growth initiatives across 20 businesses were prioritised for implementation in the first three-year cycle from FY 2010 to FY 2012. In FY 2010 and FY 2011, the first two years of the 2009 Strategic Plan, the Group committed investments worth U.S.\$1.94 billion towards 44 of the growth initiatives and executed 39 of the planned growth initiatives.

The Company reviewed its performance and in August 2011, it announced that it had reset its previous target of attaining S\$454 million NPAT by FY 2015 under the 2009 Strategic Plan, and the Group targets to attain U.S.\$1 billion NPAT by FY 2016, without any further equity dilution planned.

The Company reviewed its performance again in 2013 and announced the outcome of its strategy review and the Strategic Plan in April 2013 for FY 2014 to FY 2016 (the “**FY 2014 — 2016 Strategic Plan**”). The review established that while the Group is in a strong position to leverage positive global trends in the agri-commodity sector, it would benefit from re-balancing its growth objectives with an increased focus on accelerating the generation of positive free cash flow. Four key priorities, namely (i) accelerating free cash flow generation, (ii) reducing gearing, (iii) reducing complexity and (iv) promoting a better understanding of the Group, and six specific pathways, namely (i) reshaping portfolio and reducing complexity, (ii) recalibrating pace of investments, (iii) optimising balance sheet, (iv) pursuing opportunities for unlocking intrinsic value, (v) improving operating efficiencies and (vi) enhancing stakeholder communication, were identified to achieve these priorities were identified as part of the FY 2014-2016 Strategic Plan.

In the annual report for FY 2015, the Company explained two three-year strategic plans — the first cycle from 2016 to 2018 and the second from 2019 to 2021 (the “**2016 — 2021 Strategic Plan**”). The same was explained in a presentation made at the 21st Annual General Meeting which was posted on the SGX-NET on 25 April 2016. The review established that there were no significant shifts in the agri-sector in the previous three years, and that to drive growth, the industry has employed five growth vectors: (i) new products, (ii) new value chain steps, (iii) M&A, (iv) new geographies and (v) market share gain. The Company had therefore adopted six key criteria to focus its portfolio, and inform its investment choices and capital allocation decisions between its businesses: (i) to address areas where performance is inconsistent or not meeting expectations, (ii) to scale up and strengthen leadership positions, (iii) to be selective and more focused on investments with higher potential returns, (iv) to streamline its portfolio and release cash from divestments, (v) to improve investment balance between its businesses and (vi) to assess and manage its risks. In the 2016 — 2021 Strategic Plan, the Company had prioritised its portfolio into five ‘clusters’ to assess these criteria:

- Cluster 1 — Edible Nuts, Cocoa, Grains, Coffee, Cotton and Spices & Vegetable Ingredients (SVI);
- Cluster 2 — Packaged Foods business (PFB), Edible Oils, Rubber, Dairy and Commodity Financial Services;
- Cluster 3 — Rice, Wood Products and Sugar;

- Cluster 4 — Fertilisers and Gabon Special Economic Zone; and
- Cluster 5 — Africa as a separate vertical.

In January 2019, the Company announced the 2019 — 2024 Strategic Plan that is intended to capitalise on key trends shaping the sector. Driven by consumers and advances in technology, these trends include increasing demand for healthier foods, traceable and sustainable sourcing, e-commerce and the rise of “purpose” brands. The Group plans to invest U.S.\$3.5 billion (including maintenance capital expenditure) to strengthen businesses with high growth potential, while releasing U.S.\$1.6 billion by responsibly divesting certain businesses and assets lying outside the strategic priorities over the course of this plan.

The 2019 — 2024 Strategic Plan sets out four pathways for the Group’s future growth:

- Strengthening, streamlining and focusing the business portfolio by investing in high potential growth businesses and de-prioritising and divesting certain other businesses and assets that no longer fit with the Group’s strategic priorities;
- Driving margin improvement by enhancing cost and capital efficiency;
- Generating additional revenue streams by offering differentiated products/services and from both existing and new channels; and
- Exploring partnerships and investments in new engines for growth.

The 2019 — 2024 Strategic Plan also sets out four enablers to execute these strategic pathways: (i) operational excellence; (ii) sustainability; (iii) digital transformation; and (iv) leadership and talent. Please refer to the section on “2019 — 2024 Strategic Plan” for further details.

Major growth and capital raising milestones

Below is a description of major growth and capital raising milestones in respect of the Group from 2007.

On 7 March 2007, the Company announced an off-market takeover offer to acquire all of the shares in Queensland Cotton Holdings Limited (“**QCH**”). The proposed combination of the cotton business of the Company and QCH was expected to create the third largest and most diversified global cotton company with substantial sourcing operations in Africa, Australia, Brazil, CIS, India, China and the United States, along with a strong presence in all major world markets.

On 13 July 2007, the Company announced the receipt of acceptances for more than 90 per cent. of the shares outstanding in QCH, and that it had a relevant aggregate interest in approximately 90.8 per cent. of QCH, providing the Company the right to compulsorily acquire all the remaining shares outstanding. The acquisition of 100 per cent. of shares in QCH was completed in October 2007.

On 22 April 2007, the Company announced its intention to acquire 100 per cent. of the world’s largest independent peanut blancher and ingredient processor, Universal Blanchers L.L.C. (“**UB**”) for a total cash consideration of U.S.\$77 million. The Company acquired UB in June 2007. This acquisition enabled the Company to expand into peanut blanching and ingredient manufacturing in the United States.

On 14 June 2007, the Company announced the acquisition of approximately 17 per cent. of the total outstanding shares of Open Country Cheese Company Limited (“**OCC**”), a fast growing dairy processing company in New Zealand. This strategic stake acquisition enabled the Group to gain valuable exposure to the dairy business in New Zealand. The Group acquired further shares of OCC on 15 June 2007, bringing its shareholding in OCC to 19.9 per cent.

On 27 August 2007, the Company announced its intention to acquire 100 per cent. equity interest in Key Foods Ingredients LLC and its subsidiaries (“**KFI**”), a processor and global supplier of dehydrates to the food processing industry for a total consideration of approximately U.S.\$16 million. The acquisition of KFI was expected to enhance the Group’s presence in the overall spice value chain, helping the Group move from being primarily a whole spices supplier, to offering a basket of spice ingredients to its customers. The acquisition of KFI was completed on 12 November 2007.

On 12 September 2007, the Company announced its intention to acquire 100 per cent. equity interest in Naarden Agro Products B.V. (“**NAP**”), an international supply chain manager of industrial caseins, for a total consideration of approximately €3.3 million. Entry into the casein business was a one-step product adjacency move for the Group, as sourcing the raw casein for NAP shares the same sourcing channels as the Group’s existing dairy business in the countries it operates in, providing significant synergies in cross-sourcing with only marginal additional investment. The acquisition of NAP was completed on 12 November 2007.

On 2 October 2007, the Company announced its intention to acquire 100 per cent. equity interest in PT Dharmapala Usaha Sukses (“**PT DU.S.**”), a sugar refinery based in Indonesia for a total cash investment of U.S.\$12.6 million. Of this amount, U.S.\$5 million was paid to shareholders of PT DU.S. while the balance amount of U.S.\$7.6 million was utilised to purchase outstanding debt obligations from PT Bank Danamon Indonesia Tbk. The acquisition was an all-cash transaction and was funded by a combination of borrowings and internal accruals. The acquisition of PT DU.S. provides the Group the opportunity to participate in the growing sugar refining sector in Indonesia. On 13 December 2007, the Company announced the completion of the acquisition of PT DU.S.

On 9 October 2007, the Company announced that it would invest approximately U.S.\$45 million in a green field integrated soluble (instant) coffee manufacturing facility in Vietnam (the “**Soluble Coffee Facility**”) that produces and supplies bulk spray-dried coffee powder, freeze-dried coffee granules and coffee extracts to the unbranded and private coffee label segment. The expansion into soluble coffee manufacturing was a one-step adjacency move for the Group into a higher value-added activity in the coffee supply chain, where there is a sharing of customers, costs and channels.

On 15 November 2007, the Company announced the establishment of a 50:50 joint venture, Nauvu Investments (“**Nauvu**”), with Wilmar International Limited (“**Wilmar**”), a company listed on the SGX-ST. Nauvu was incorporated on 19 November 2007 and the joint venture was established in December 2008. In 2008, Nauvu acquired a 25 per cent. interest in the SIFCA Group, one of Africa’s largest agro-industrial groups with diversified interests across palm oil, cotton seed oil, natural rubber and sugar sectors in Africa. On 21 March 2018, the Company announced the disposal of its 50 per cent. equity interest in Nauvu to a wholly-owned subsidiary of Wilmar for an aggregate cash consideration of up to U.S.\$148,000,000, subject to adjustments as provided in the sale and purchase agreement. Following the disposal, Nauvu ceased to be an associate company of the Company.

On 22 April 2008, the Company issued 155,628,689 new Shares pursuant to a non-renounceable and non-transferable preferential offering raising net proceeds of S\$303 million.

On 20 June 2008, the Company announced that it had won an international bid to acquire a cotton gin in the Ouangolo region of Côte d’Ivoire from La Compagnie Cotonniere Ivoirienne for U.S.\$5 million. The acquisition comprised of one cotton gin with an annual ginning capacity of 35,000 tonnes of seed cotton and its related infrastructure, as well as a catchment area of nearly 35,000 hectares that can produce up to 20,000 tonnes of cotton lint annually. This investment is in line with the Group’s growth strategy for

cotton in Africa, which is to seek growth opportunities in ginning and to build integrated cotton supply chain operations in the major exporting countries such as Côte d'Ivoire.

On 1 July 2008, the Company announced the formation of Olam Wilmar Investment Holdings Pte. Ltd. ("**Olam Wilmar Investment Holdings**"), a 50:50 joint venture company established with Wilmar, to acquire a 20 per cent. interest in PureCircle Limited ("**PureCircle**") from existing shareholders for an aggregate consideration of U.S.\$106.2 million. As a producer of natural zero-calorie high-intensity sweeteners from the stevia plant, PureCircle operates an integrated supply chain for natural high-intensity sweeteners with activities ranging from sourcing of dry stevia leaves and extraction in China, refining of crude extracts into sweeteners in Malaysia and marketing of these sweeteners to food and beverage manufacturers worldwide. On 16 December 2009, 13,272,304 shares and 13,272,305 shares in PureCircle (which were held by Olam Wilmar Investment Holdings) were transferred to the Company and Wii Pte. Ltd. ("**Wii**"), a subsidiary of Wilmar International Limited, respectively. On 18 December 2009, the Company acquired the 13,272,305 shares in PureCircle held by Wii for an aggregate consideration of 33,180,762 Sterling, resulting in its ownership of 30,544,609 shares representing approximately 20 per cent. interest in PureCircle. On 30 June 2010, the Company announced that Olam Wilmar Investment Holdings had been placed under members' voluntary winding-up. On 18 April 2011, the Company announced that Olam Wilmar Investment Holdings was dissolved in April 2011.

On 3 July 2008, the Company issued an aggregate of U.S.\$300 million 1 per cent. convertible bonds due 2013 (the "**2008 Bonds**"), which are convertible into Shares.

On 8 July 2008, the Company announced the acquisition of a 24.99 per cent. stake in Dairy Trust Limited, one of the largest dairy processors in New Zealand.

On 22 September 2008, the Company announced the completion of a 3-year U.S.\$115 million Islamic syndicated commodity Murabaha facility.

On 3 November 2008, the Company announced the acquisition of a sugar milling complex from Girdharilal Sugar and Allied Industries Ltd in India for a total consideration of U.S.\$9.9 million.

On 18 December 2008, the Company announced the acquisition of a vegetable dehydration facility located in Firebaugh, California from De Francesco and Sons, Inc.

On 19 December 2008, the Company completed a tender offer of the 2008 Bonds pursuant to which the Company repurchased from the holders of the 2008 Bonds, an aggregate principal amount of U.S.\$117.6 million of 2008 Bonds.

On 22 December 2008 and 29 December 2008, the Company completed further on-market repurchases of an aggregate principal amount of U.S.\$1 million and U.S.\$5 million respectively of the 2008 Bonds (all the 2008 Bonds repurchased pursuant to the tender offer and the on-market repurchases are collectively referred to herein as the "**Repurchased Bonds**"). The Company cancelled the Repurchased Bonds. The aggregate principal amount of the 2008 Bonds remaining outstanding following the cancellation of the Repurchased Bonds was U.S.\$176.4 million.

On 2 February 2009, the Company announced the acquisition by its subsidiary, Olam Argentina S.A., of a leading peanut shelling and blanching company, Industria Martin Cubero, for a total consideration of approximately U.S.\$7 million. The acquisition was an all-cash transaction and was funded by a combination of existing loans and internal accruals.

On 12 February 2009, the Company announced the completion of a U.S.\$33 million export credit loan facility provided by Australia and New Zealand Banking Group Limited and supported by Eksport Kredit Fonden for the Soluble Coffee Facility in Vietnam.

On 4 March 2009, the Company completed an exchange offer of the 2008 Bonds (the “**Exchange Offer**”), pursuant to which the Company had accepted for exchange, U.S.\$136 million in aggregate principal amount of the 2008 Bonds (the “**Exchanged Bonds**”) and issued U.S.\$106.08 million in aggregate principal amount of 1.2821 per cent. convertible bonds due 2013, convertible into Shares (the “**Issued Fresh Bonds**”). The Company had cancelled the Exchanged Bonds. The aggregate principal amount of 2008 Bonds remaining outstanding following cancellation of the Repurchased Bonds and the Exchanged Bonds was U.S.\$40.4 million (the “**Remaining 2008 Bonds**”).

On 17 March 2009, the Company announced that it had renewed and upsized a U.S.\$170 million one-year revolving multicurrency trade facility (the “**Trade Facility**”) from Standard Chartered Bank, The Bank of Tokyo-Mitsubishi UFJ, Ltd, Singapore Branch, ING Bank N.V, Singapore Branch and Sumitomo Mitsui Banking Corporation, Singapore Branch. The Company will use the Trade Facility to finance its cocoa and coffee operations and working capital requirements in Nigeria and Côte d’Ivoire.

On 23 March 2009, the Company entered into exchange agreements with certain holders of some of the Remaining 2008 Bonds, pursuant to which the Company agreed to accept for exchange, U.S.\$21.2 million in aggregate principal amount of the Remaining 2008 Bonds (the “**Further Exchanged Bonds**”) and issue U.S.\$16.536 million in aggregate principal amount of 1.2821 per cent. convertible bonds due 2013, convertible into Shares (the “**Additional Fresh Bonds**”, and both Issued Fresh Bonds and Additional Fresh Bonds are collectively referred to herein as the “**Fresh Bonds**”) on terms identical to that of the Exchange Offer (the “**Further Bond Exchange**”).

On 27 March 2009, the Company announced that settlement of the Further Bond Exchange had taken place. Following the completion of the Further Bond Exchange:

- the aggregate principal amount of Fresh Bonds issued by the Company pursuant to the Exchange Offer and the Further Bond Exchange was U.S.\$122.616 million; and
- the Company cancelled the Further Exchanged Bonds. The aggregate principal amount of 2008 Bonds remaining outstanding following cancellation of the Exchanged Bonds and the Further Exchanged Bonds was U.S.\$19.2 million.

Between 1 December 2009 and 25 August 2010, the Company made a series of announcements that holders of various aggregate principal amounts of the Fresh Bonds had converted the Fresh Bonds held by them and the Company had cancelled such Fresh Bonds. As at 25 August 2010, the aggregate principal amount of the Fresh Bonds that remained outstanding following the cancellations of the Fresh Bonds between 1 December 2009 and 25 August 2010 was U.S.\$21.996 million. On 27 August 2010 the Company announced that holders of all these outstanding bonds had exercised their rights to convert their bonds and that all the outstanding bonds had been cancelled.

On 15 May 2009, the Company announced that it had acquired the remaining 60 per cent. interest in Lamco Srl (“**Lamco**”), a 40 per cent. owned associate company of the Company, by an injection of approximately S\$199,400 into the capital of Lamco. The remaining 60 per cent. interest held by Cosco Cafimport Srl, the joint venture partner in Lamco, was cancelled with Lamco becoming a 100 per cent. owned subsidiary of the Company. Lamco is a limited liability company incorporated in Italy and is principally involved in the trading of agricultural commodities.

On 26 June 2009, the Company announced that the agreement by its wholly-owned subsidiary Olam Tomato Processors Inc. to purchase selected assets of major U.S. tomato processor, SK Foods, L.P. and its wholly-owned subsidiary RHM Industrial/Specialty Foods, Inc. in California had been approved by the United States Bankruptcy Court in Sacramento. The purchase value was approximately U.S.\$39 million.

On 15 July 2009, the Company announced that it had issued 273.46 million new Shares at S\$1.60 per Share to raise gross proceeds of S\$437.5 million, representing 13.76 per cent. of the enlarged issued and paid-up capital of the Company, to Breedens and Aranda Investments Pte Ltd (“**Aranda**”), both indirect wholly-owned subsidiaries of Temasek Holdings.

On 27 August 2009, the Company announced that it received commitments from a group of banks for a fully underwritten U.S.\$540 million syndicated transferable term loan facility comprising two tranches, namely (i) a three-year term loan of U.S.\$324 million and (ii) a five-year term loan of U.S.\$216 million (the “**Loan Facility**”). The proceeds of the Loan Facility were to be used towards the refinancing of existing debt, as well as for working capital and for general corporate funding requirements of the Company, including capital expenditure and expansion of its supply chain management business. On 10 November 2009, as there was oversubscription, the Company increased the size of the Loan Facility to U.S.\$850 million from U.S.\$540 million, comprising two tranches, namely (i) a three-year amortising term loan of U.S.\$510 million and (ii) a five-year amortising term loan of U.S.\$340 million.

On 27 August 2009, the Company also announced that it had closed a 12-month U.S.\$100 million Islamic revolving trade finance facility arranged by the Islamic Bank of Asia Limited. The syndication is a further expansion by the Company into the Islamic financing market after closing a three-year syndication in September 2008.

On 1 September 2009, the Company announced the acquisition of a 14.35 per cent. stake in NZ Farming Systems Uruguay Limited (“**NZFSU**”), an operator of large scale New Zealand-style dairy farming operations in Uruguay. Listed on the New Zealand stock exchange, NZFSU was established in 2006 by PGG Wrightson Ltd (“**PGW**”), New Zealand’s leading rural services company, with the aim of providing an opportunity to New Zealand farmers and investors to benefit from the export of their world-leading dairy farming practices. NZFSU was formed for the purpose of applying New Zealand’s high performing pastoral based farming systems to extensive areas of high quality, low cost and under-utilised Uruguayan farm land for dairy farming. The Company had purchased this stake for a cash consideration of N.Z.\$14.37 million.

On 16 September 2009, the Company announced that it was proposing a scrip dividend scheme. Under the scheme, shareholders of the Company entitled to dividends may elect to receive either cash or an allotment of Shares credited as fully paid, in lieu of the whole or such part of the cash amount of the dividend to which the scheme applies, as determined by the directors of the Company. This scheme was approved by the shareholders of the Company on 29 October 2009.

On 18 September 2009, the Company announced the signing of a definitive agreement to acquire 8,096 hectares of planted almond orchards and 40,825 mega litres of permanent water rights from Timbercorp Limited and its associated entities, through its liquidation process. The total investment consideration was A\$128 million in cash, which was funded from a combination of internal accruals and existing credit facilities. The acquisition was in line with the Company’s corporate strategy which was announced prior to this, which had outlined a thrust towards upstream initiatives in plantations and farming, as well as midstream initiatives in value-added processing. This acquisition made the Company one of Australia’s largest almond growers and placed it amongst the top three almond growers globally.

On 15 October 2009, the Company issued an aggregate of U.S.\$400 million 6 per cent. convertible bonds due 2016 with an upsize option (the “**New Convertible Bonds**”). On 1 October 2009, the upsize option of the New Convertible Bonds was exercised and the issue size of the New Convertible Bonds was increased by an additional U.S.\$100 million, bringing the total issue size to U.S.\$500 million subsequent to the approval obtained at the extraordinary general meeting held on 29 October 2009.

On 16 November 2009, the Company announced the signing of an agreement to acquire 3,853 hectares of planted almond orchards and 48,259 megalitres of permanent water rights from Timbercorp Orchard Trust #3 and #5 at a total acquisition price of A\$160 million. The transaction was completed in January 2010.

On 21 December 2009, the Company allotted and issued 5,633,004 new Shares, credited as fully paid, at an issue price of S\$2.51 per Share to eligible shareholders who had elected to participate in the scrip dividend scheme approved by the shareholders of the Company on 29 October 2009 in respect of the first and final dividend of S\$0.035 per Share declared by the Company on 27 August 2009.

On 12 January 2010, the Company announced the acquisition of a 99.5 per cent. of the outstanding shares and voting rights in Crown Flour Mills Limited (“CFM”), together with its wheat milling and noodle manufacturing facilities along with accompanying additional assets. The Company announced its intention to invest an additional U.S.\$5.5 million to expand CFM’s wheat handling and milling capacity and CFM is expected to process 400,000 tonnes of wheat by 2013. The acquisition was completed in January 2010.

On 11 February 2010, the Company announced its intention to invest U.S.\$31.5 million to set up a greenfield 500 metric tonne per day wheat mill near Port Tema, Ghana.

On 12 February 2010, the Company announced the issue of S\$250 million in aggregate principal amount of 4.07 per cent. fixed rate notes due 2013, issued under its initial S\$800 million multicurrency medium term note programme.

On 17 May 2010, the Company acquired an additional 10 million shares of NZFSU from Rural Portfolio Investment at a price of N.Z.\$0.41 per share for a total consideration of N.Z.\$4.1 million. The additional shares purchased by the Company represented an additional 4.1 per cent. stake in NZFSU and immediately following the acquisition, the Company’s holding in NZFSU was 18.45 per cent.

On 8 June 2010, the Company announced the acquisition of the dehydrated and vegetable products business and operating assets of Gilroy Foods & Flavors (“**Gilroy**”) from ConAgra Foods, Inc. (“**ConAgra**”), including its dehydrated onion, garlic, capsicum, Controlled Moisture (TM) vegetables, GardenFrost (R) purees, RediMade (TM) shelf-stable purees and fresh vegetable operations, for a total cash consideration of U.S.\$250 million (the “**Gilroy Acquisition**”). As part of the Gilroy Acquisition, the Company entered into a long term supply agreement to cater to ConAgra’s ongoing requirements for dehydrated vegetable products. The Gilroy Acquisition was completed on 20 July 2010 for a total cash consideration of approximately U.S.\$250 million.

In June 2010, the Company announced the formation of several subsidiaries through which the Group intends to undertake certain Commodity Financial Services businesses, which the Company believes will leverage its understanding of commodity and derivative markets and risk management skills.

On 19 July 2010, the Company issued a notice to NZFSU of its intention to make a cash offer at N.Z.\$0.55 per share, representing a 38 per cent. premium over the three-month average trading price of N.Z.\$0.40 (excluding the purchase by the Company of 10 million shares at N.Z.\$0.41 per share on 17 May 2010), for all of the shares in NZFSU that it did not already own (the “**NZFSU Offer**”). The NZFSU Offer was subject to certain conditions, including the Company achieving a minimum 50.1 per cent. shareholding in NZFSU following the NZFSU Offer and the approval by the Overseas Investment Office of New Zealand. On 24 August 2010, the Company gave notice that it had varied the NZFSU Offer by increasing the consideration offered for each NZFSU share to N.Z.\$0.70 (the “**Revised NZFSU Offer**”). The board of directors of NZFSU recommended its shareholders to accept the Revised NZFSU Offer on 2 September 2010. The Company announced that the Revised NZFSU Offer had become unconditional on 20 September 2010. As at 27 September 2010, the Company’s shareholding in NZFSU was 77.98 per cent. of the issued share capital of NZFSU. The total consideration paid by the Company for the additional 59.53 per cent. of NZFSU shares from the Revised NZFSU Offer was N.Z.\$101.8 million. The Revised NZFSU Offer brought the Company’s total investment in NZFSU to N.Z.\$120.3 million, including the purchase of the initial shareholding.

On 10 August 2010, the Company announced that it had exercised its option to mandatorily convert the Fresh Bonds into Shares pursuant to the terms and conditions of the Fresh Bonds. The Company announced on 27 August 2010 that all the holders of the outstanding Fresh Bonds had exercised their respective rights to convert their Fresh Bonds into Shares and all the Fresh Bonds had been cancelled by the Company as at 27 August 2010.

On 12 August 2010, the Company issued an aggregate of U.S.\$250 million 7.5 per cent. bonds due 2020.

On 17 August 2010, the Company announced that it would invest U.S.\$43.5 million in Côte d'Ivoire to set up a greenfield cocoa processing facility in Abidjan, as well as a primary processing and warehousing facility in San Pedro. The investment was fully funded by a combination of internal accruals and borrowings. The plant was commissioned in July 2014.

On 20 August 2010, the Company announced that it had entered into a strategic partnership agreement with the government of the Republic of Gabon ("**RoG**") in relation to plans to develop a special economic zone at Nkok for timber processing (the "**SEZ Project**"). Under the strategic partnership, the Company had invested U.S.\$12 million equity in the SEZ Project for a 60 per cent. interest in a joint venture entity, whilst the government of the RoG held the remaining 40 per cent. interest.

On 27 August 2010, the Company announced that syndication for the U.S.\$300 million term loan facility (the "**U.S. Syndicated Facility**") for its United States subsidiary, Olam Holdings Partnership, had been oversubscribed with commitments received from a group of 13 international banks. The U.S. Syndicated Facility is guaranteed by the Company and was launched as a three-year amortising term loan of U.S.\$300 million. Pursuant to an oversubscription, Olam Holdings Partnership decided to increase the size of the U.S. Syndicated Facility to U.S.\$350 million. This is Olam Holdings Partnership's first syndicated loan in the U.S. Proceeds from the U.S. Syndicated Facility were used to finance the working capital needs of Olam Holdings Partnership and its subsidiaries in the United States and for general corporate purposes.

On 13 November 2010, the Company announced that it had entered into a joint venture (the "**Palm Plantation JV**") with the government of the RoG to initially develop in phase I, 50,000 hectares of palm plantation in the RoG with an investment of U.S.\$236 million. The Company will hold 70 per cent. interest in the joint venture company to be set up, and the remaining 30 per cent. will be held by the government of the RoG. As part of the agreement, the government of the RoG has committed to the Palm Plantation JV, a land bank of 300,000 hectares for palm and rubber plantation development in multiple phases. The Palm Plantation JV included setting up milling plants to extract crude palm oil, which is sold in Africa and exported to the European Union. In its announcement, the Company stated that the project is expected to achieve 100 per cent. Roundtable on Sustainable Palm Oil ("**RSPO**")¹ certification and therefore have a unique value proposition for the markets. The Palm Plantation JV, known as Olam Palm, Gabon of which the Company now holds a 60 per cent. interest, commissioned its first milling plant in Gabon in September 2015 and is expected to complete phase I development by 2017.

On 13 November 2010, the Company also announced that it had entered into a joint venture with the government of the RoG (the "**Fertiliser JV**") to construct a port-based ammonia-urea fertiliser complex in the RoG (the "**Project**") for a total investment of U.S.\$1.3 billion and concurrently signed a 25-year natural gas fixed-price contract with the government of the RoG to secure a guaranteed quantity and quality of gas as feedstock for the urea plant.

¹ RSPO is a non-profit association that unites stakeholders from seven sectors of the palm oil industry — oil palm producers, palm oil processors or traders, consumer goods manufacturers, retailers, banks and investors, environmental or nature conservation non-governmental organisations and social or developmental non-governmental organisations — to develop and implement global standards for sustainable palm oil.

On 3 December 2010, the Company announced that it had entered into an 80:20 joint venture with the Lababidi Group (“**LG**”) to set up a port-based sugar refinery in Nigeria. The total cost of the project is approximately U.S.\$200 million. The Group has not proceeded with the project due to a change in strategy, announced in April 2013 which indicated its intention to pursue an asset-light strategy for the sugar platform instead of an asset-medium strategy that might involve investments in milling or refining assets.

On 15 December 2010, the Company announced that it had acquired 100 per cent. of the equity share capital of tt Timber International (“**tt Timber**”), a subsidiary of the Dalhoff Larsen Horneman A/S Group (“**DLH**”), for a total consideration of C29.6 million. DLH supplies timber and timber products manufactured from sustainably produced raw materials. tt Timber owns forest concession rights for 1.3 million hectares of natural tropical hardwood forest in the Democratic Republic of Congo (the “**RoC**”) and 300,000 hectares in the RoG.

On 31 January 2011, the Company announced that it would acquire 100 per cent. of equity interests in Britannia Food Ingredients Holdings Limited (“**BFI**”) and Britannia Storage and Distribution Limited (“**BSD**”) for a combined enterprise value of 33.5 million Sterling (approximately U.S.\$50 million). The Company will initially acquire 85 per cent. of equity capital in BFI and 100 per cent. of BSD, and then acquire the remaining 15 per cent. interest in BFI within the next three years at a pre-agreed valuation. The transaction was completed later in the year and BFI became a fully owned subsidiary of the Company in 2012.

On 28 March 2011, the Company announced that pursuant to the Fertiliser JV agreement, it had signed an implementation and assignment agreement and a definitive gas supply contract with the government of the RoG for a cumulative quantity of 0.75 trillion cubic feet of natural gas for the current phase of the Project, for 25 years at a competitive fixed price.

On 11 April 2011, the Company announced that Tata Chemicals Limited (“**TCL**”), a part of the Tata group of companies, will invest U.S.\$290 million to acquire a 25.1 per cent. equity stake in the Project, resulting in a reduction of the Company’s and the government of the RoG’s shareholding in the Project to 62.9 per cent. and 12 per cent. respectively. TCL will be primarily responsible for project management during the erection and commissioning of the plant as well as the operation and maintenance of the plant for the first three years post commercial production. Sales and marketing of ammonia and urea products will be jointly undertaken by the Company, the government of the RoG and TCL through a joint venture agreement in which the Company and the government of the RoG will hold equal stakes. On 8 September 2011, the Company and TCL announced the completion of the gas due diligence for the Project. On 28 March 2014, the Company and TCL announced that a termination agreement has been signed and that TCL would not proceed with its proposed 25.1 per cent. equity stake in the Project. The decision was made due to a change in TCL’s investment focus away from overseas fertiliser manufacturing and Olam’s intention to move to a minority and non-consolidated position in the Project.

The Company issued a notice dated 21 April 2011 to NZFSU of its intention to make a cash offer at N.Z.\$0.70 per share, representing a 25 per cent. premium over the three-month average trading price of N.Z.\$0.56, for all of the shares in NZFSU that it did not already own (the “**2011 NZFSU Offer**”). The 2011 NZFSU Offer turned unconditional on 20 September 2011.

On 27 May 2011, the Company announced the launch of its fully underwritten U.S.\$1.25 billion syndicated term loan facility, comprising two tranches, namely (i) a U.S.\$625 million three-year tranche and (ii) a U.S.\$625 million five-year tranche. The proceeds of this facility were used towards the refinancing of existing debt, as well as for working capital and for general corporate funding requirements of the Company, including capital expenditure and expansion of its supply chain management business. The Company announced on 29 July 2011 that the syndication of this facility, which represented the largest syndicated financing for the Company at that time, was completed.

On 7 June 2011, the Company announced that it had launched an equity fund raising exercise (the “**Equity Fund Raising**”) to raise a total of approximately S\$740 million by way of a combination of three equal tranches of approximately S\$250 million each. This comprised of a private placement of up to 94,408,000 new Shares to institutional and other investors, a *pro rata* and non-renounceable preferential offering of up to 97,292,951 new Shares to entitled shareholders and the issue of up to 94,408,000 new Shares to Breedens, an indirect wholly-owned subsidiary of Temasek Holdings. The Equity Fund Raising was completed on 11 July 2011.

On 31 August 2011, the Company announced that it had agreed to acquire 100 per cent. shareholding of Hemarus Industries Limited, together with its 3,500 tons crush per day (“**TCD**”) sugar milling facility, a 20 megawatt co-generation facility and accompanying assets in India for a total purchase consideration of U.S.\$73.8 million (INR 3,400 million). Further capital expenditure was invested to enhance the sugar milling capacity.

On 12 September 2011, the Company, TCL and the government of the RoG announced that their joint venture company, Gabon Fertiliser Company had signed a pre-construction services agreement with Technip S.A. (“**Technip**”) as the main contractor for the Project. Technip will provide the licensed technologies of Haldor Topsoe A/S for the ammonia plant, Saipem S.p.A. for the urea plant and Uhde Fertilizer Technology B.V. (UFT) for the urea granulation plant. Work did not commence as TCL had withdrawn from the joint venture, and the Company is currently in search of a partner to invest in the Gabon Fertiliser project as part of its Strategic Plan to deconsolidate its investment in the joint venture.

On 24 October 2011, the Company announced that it had acquired the bulk spices and private label assets and businesses of Vallabhadas Kanji Limited (“**VKL**”) for a total consideration of U.S.\$18 million. The assets acquired include VKL’s spice processing facility in Cochin, India, VKL’s pepper grinding factory in Vietnam and VKL’s sales and distribution operations in North America.

On 10 November 2011, the Company announced the proposed acquisition of 100 per cent. of equity interests in Progida Pazarlama A.S. (“**Progida**”) for an enterprise value of 66 million Turkish Lira. Progida is one of the world’s leading manufacturers of natural and semi-finished Turkish hazelnut kernels and it supplies such kernels to confectionary manufacturers globally. Turkey is the world’s largest producers of hazelnuts, and accounts for 70 per cent. of the global hazelnut production. On 19 December 2011, the Company announced the completion of this acquisition.

On 1 December 2011, the Company announced that it would invest U.S.\$49.2 million to set up a 6,000 hectare greenfield, fully integrated, mechanised and irrigated paddy farming and rice milling facility in Nasarawa State, one of the main rice growing belts in Nigeria. This integrated rice farm and milling facility was commissioned in July 2014.

On 2 December 2011, the Company announced the proposed expansion of its wheat milling capacity at CFM, for a total outlay of about U.S.\$50 million. The expansion was completed in 2013.

On 22 December 2011, the Company announced that it plans to acquire 75.2 per cent. interest in Macao Commodities Trading, S.L. (“**MCT**”) for a consideration of 15 million. The Company has the option to acquire the remaining 24.8 per cent. interest in MCT in five years’ time. MCT is a leading supplier of cocoa powder, cocoa beans, desiccated coconut, dried fruits, vegetable fats, dairy products, chocolate, beverage and biscuit industries in the Iberian region. The acquisition was completed in December 2011.

On 30 January 2012, the Company announced that it had formed a partnership with the Russian Dairy Company LCC (“**RUSMOLCO**”), a growing player in the Russian dairy industry, for the large-scale development of dairy and grains farming in the Penza region of Russia, and that it had acquired a 75 per cent. interest in RUSMOLCO for a consideration of approximately U.S.\$75 million. In November 2015, the Group subscribed for additional shares in RUSMOLCO, thereby increasing its stake in the company to 93 per cent.

On 9 February 2012, the Company announced that it planned to acquire a 100 per cent. equity interest in Titanium Holding Company SA (“**Titanium**”) and its subsidiaries for a consideration of U.S.\$167 million (subject to capital adjustments at completion). Titanium owned Nigeria’s second largest biscuits and candy franchise and had a turnover of approximately U.S.\$162 million in 2011.

On 1 March 2012, the Company announced that it had completed the issuance of S\$275 million in aggregate principal amount of seven per cent. perpetual capital securities (“**Perpetual Bonds**”).

On 19 March 2012, the Company announced that it intended to enter into a partnership with the government of the RoG to develop, over two phases, approximately 50,000 hectares of rubber plantations in the RoG. The parties proposed to form a joint venture company, in which the Company and the government of the RoG will hold 80 per cent. and 20 per cent. equity interest respectively. The total investment amount is estimated to be U.S.\$183 million. The Company now owns 60 per cent. interest in the joint venture, known as Olam Rubber Gabon, which is expected to complete its planting of 12,000 hectares by 2017.

On 29 May 2012, the Company announced that it had entered into an agreement on 28 May 2012 to invest U.S.\$240 million in its first sugar milling asset in Brazil, by acquiring Usina Açucareira Passos S.A. for an estimated U.S.\$128.8 million and by investing an additional capital expenditure of U.S.\$111.5 million over the next five years.

On 7 June 2012, the Company announced that it had acquired a 100 per cent. equity interest in Kayass Enterprises S.A. (“**Kayass**”), for a consideration of approximately U.S.\$66.5 million (subject to working capital adjustments at completion). Kayass’ principal business interest is in the manufacturing and marketing of branded dairy products and beverages in Nigeria. Kayass owns several brands and operates two plants in Lagos — a dairy products and beverages manufacturing plant and a milk powder packaging facility.

On 8 June 2012, the Company announced that it had commenced a share buyback programme pursuant to its share buyback mandate (the “**Mandate**”) renewed at the annual general meeting of the Company on 28 October 2011. Under the Mandate for market purchases, the Company may purchase up to 10 per cent. of its Shares (excluding treasury shares), or up to 244,230,986 Shares, at a maximum price of 105 per cent. of the average closing price of the last five market days at the time of acquisition. Such purchased Shares may be held as treasury shares or cancelled, as the Company may decide from time to time. The share buyback programme was funded from the Company’s existing resources.

On 13 June 2012, the Company announced that it intends to enter into a 50:50 joint venture with Lansing Trade Group LLC, a leading independent commodity merchandising company in the U.S. The joint venture, to be known as Lansing Olam Canada focused on merchandising Canadian grains and oilseeds to meet the food and feed demand in North America as well as international markets. On 2 January 2014, the Company announced that it had disposed its entire 50.0 per cent. stake in Lansing Olam Canada by way of a share repurchase arrangement for a cash consideration of U.S.\$5.4 million.

On 18 June 2012, the Company announced that it had entered into a 50:50 joint venture, known as GrowCocoa, with Blommer Chocolate Company, the largest cocoa processor and ingredient chocolate supplier in North America. GrowCocoa is headquartered in the United States of America.

On 6 July 2012, the Company announced that it had established the Programme. Between 17 July and 7 November 2012, the Company issued the following notes pursuant to the Programme:

- S\$350 million 5.80 per cent. fixed rate notes due 2019 on 17 July 2012;
- S\$250 million 2.50 per cent. fixed rate notes due 2013 on 6 September 2012;
- U.S.\$500 million 5.75 per cent. fixed rate notes due 2017 on 20 September 2012;

- S\$400 million 6.00 per cent. fixed rate notes due 2022 on 25 October 2012 (the “**Series 4 Tranche 1 Notes**”); and
- S\$100 million 6.00 per cent. fixed rate notes due 2022 on 7 November 2012, to be consolidated and form a single series with the Series 4 Tranche 1 Notes (the “**Series 4 Tranche 2 Notes**” and, together with the Series 4 Tranche 1 Notes, the “**Series 4 Notes**”).

On 18 September 2012, the Company announced that it had acquired 100 per cent. of the equity interest in Northern Coffee Corporation Ltd, owner of the largest coffee estate in Zambia for approximately U.S.\$6.15 million through a bidding process organised by the Zambia Development Authority (“**ZDA**”). Further capital expenditure is being committed by the Group to fully develop 2,700 hectares of Arabica coffee plantation over the next five years.

On 2 October 2012, the Company announced that it had notified NZFSU of its intention to make a cash offer at N.Z.\$0.75 per share for all of the shares in NZFSU that it did not already own. At that time, the Company was the largest shareholder in NZFSU with 85.93 per cent. shareholding following the takeover offer for NZFSU that closed in June 2011. Following the notice of compulsory acquisition issued by the Company on 26 November 2012, the Company announced on 27 December 2012 the completion of the compulsory acquisition. Following the completion, the Company now owns 100 per cent. of outstanding shares in NZFSU and NZFSU was delisted on the NZX Main Board.

On 5 October 2012, the Company announced that it had acquired 50 per cent. of shares and voting rights in Acacia Investments (“**AI**”) for a total consideration of U.S.\$35 million. AI is a business group based in the United Arab Emirates with a significant presence in edible oil refining and distribution in East Africa.

On 30 November 2012, the Company announced that it had acquired 100 per cent. equity interest in Dehydro Foods Limited, a leading processor of dehydrated onions and herbs in Egypt, for U.S.\$30.8 million including an estimated amount of U.S.\$3.5 million for net working capital.

On 3 December 2012, the Company announced a renounceable underwritten rights issue (“**Rights Issue**”) of U.S.\$750 million 6.75 per cent. Bonds due 2018 (“**2013 Bonds**”) with 387,365,079 free detachable warrants on shares of the Company (“**Warrants**”), each Warrant carrying the right to subscribe for one new Share (“**New Share**”) in the Company at an exercise price of U.S.\$1.291 for each New Share, on the basis of 313 Bonds of principal amount of U.S.\$1.00 each with 162 Warrants for every 1,000 Shares. If all the Warrants are exercised, the Company will raise up to an incremental U.S.\$500 million of gross proceeds. The Rights Issue was completed on 29 January 2013. The Warrants are exercisable from 29 January 2016 to 29 January 2018.

On 21 December 2012, the Company announced that it has acquired the soluble coffee assets and business of Seda Solubles (“**Seda**”) for U.S.\$52 million through a bidding process under a court-managed scheme of receivership in Spain. Seda is a leading producer of soluble coffee and coffee related products with a fully integrated production platform.

On 13 March 2013, the Company announced that it had sold Taraori Rice Mills Private Limited, the holding company for its rice milling assets in India, to Spanish rice and pasta manufacturer, Ebro Foods, for U.S.\$14.5 million. The basmati rice mill, located in Haryana, India was acquired by the Company in 2008.

On 26 March 2013, the Company announced the opening of its A\$60 million almond hulling and processing plant in Carwarp, Victoria, Australia. The 12,000 square metre facility has a processing capacity of 40,000 metric tonnes of almond kernels per annum.

On 26 April 2013, the Company announced that it had acquired a 95 per cent. equity interest in PT Sumber Daya Wahana (“**Sumber Daya**”) for Indonesian Rupiah 27.625 billion (U.S.\$2.86 million). Sumber Daya is a company incorporated in Indonesia and has cocoa plantation rights in 3,420 hectares of land in Seram Island, Maluku province, Indonesia.

On 9 May 2013, the Company announced that it has entered into a joint venture with Sanyo Foods Co. Ltd of Japan (“**Sanyo Foods**”) to set up a joint venture company in Nigeria to manufacture and distribute instant noodles in Nigeria and across sub-Saharan Africa. Sanyo Foods will invest U.S.\$20 million in cash for a 25.5 per cent. equity interest through issue of new shares by the joint venture company that will house the Company’s instant noodles assets and business in Nigeria, and the Company will hold the balance majority ownership of 74.5 per cent. in the joint venture company with management control. The joint venture is expected to draw the strengths of both partners with the Company’s expanding marketing and distribution network across Nigeria and its pan-Africa presence as well as Sanyo Foods’ technology in the development and manufacturing of instant noodle products, and new market development experience. This arrangement has been superseded by the Company’s sale of 25 per cent. interest in Packaged Foods business to Sanyo Foods announced on 18 August 2014 and completed on 2 February 2015 (*see milestone dated 18 August 2014 below for more details*).

On 28 August 2013, the Company announced that it has signed a five-year U.S.\$120 million loan agreement with International Finance Corporation (a member of the World Bank Group) to finance upgrades and expansion of five food processing facilities in Nigeria and India.

On 28 August 2013, the Company announced the completion of a three-year U.S.\$400 million revolving credit facility (“**RC Facility**”) for its U.S. subsidiary Olam Holdings Partnership (“**OHP**”). Proceeds from the RC Facility were used to refinance existing debt, as well as to finance the working capital needs of OHP and its subsidiaries in the U.S. and for general corporate purposes.

On 1 November 2013, the Company announced that Queensland Cotton Corporation Pty Ltd (“**QCC**”), a wholly-owned subsidiary of the Company, has sold its Dirranbandi cotton gin in Queensland to Cubbie Ginners Pty Ltd for A\$20.0 million. It was announced that the sale of the gin was based on ensuring the best strategic and economic outcome for the company, and that the sale was also in line with the Company’s strategy to unlock value and redeploy capital in higher growth areas, thereby optimising the cotton business for the Group.

On 13 November 2013, the Company announced that Olam Almonds Australia Pty Ltd, a wholly-owned subsidiary of the Company, has entered into a sale and lease-back agreement for its approximately 12,000 hectares of almond orchards for a cash consideration of A\$200.0 million with Adveq Almond Trust, an Australian trust structure owned by a group of investors led by Adveq Real Assets Harvested Resources, LP. The sale and lease-back of almond orchard land and trees as well as related farming and irrigation infrastructure in Victoria, Australia would be for a period of 18 years and can be extended or renewed by mutual consent. The transaction was completed on 11 February 2014 and the Company received cash proceeds of S\$233.1 million and recorded a one-time gain in its profit and loss statement of S\$63.2 million.

On 9 December 2013, the Company announced that it will issue 10,461,081 additional Warrants to holders of the Warrants on the basis of 27 additional Warrants for every 1,000 Warrants held by the holders of the Warrants. The additional Warrants were issued on 12 December 2013.

On 23 December 2013, the Company announced that it had entered into an agreement to sell up to a 14.99 per cent. stake in Open Country Dairy Limited (“**OCD**”), New Zealand to Talley’s Group Limited for up to NZ\$46.5 million. The transaction released cash for the Company while still maintaining product off-take arrangements with OCD, which are strategically important for the Company’s dairy supply chain business. The partial takeover offer by Talley’s Group Limited closed on 24 May 2014. As a result of the transaction, the Company received cash proceeds of NZ\$35.1 million and has a 15.19 per cent. residual stake in OCD.

On 22 January 2014, the Company announced the repurchase of an aggregate principal amount of S\$39.2 million of Perpetual Bonds and the repurchase of an aggregate principal amount of S\$15 million of the Series 4 Notes by way of on-market purchases. The Perpetual Bonds and the Series 4 Notes were repurchased at an average price of 92.38 and 92.96 respectively, in line with the Company's balance sheet optimisation objective.

On 24 January 2014, the Company announced that it had entered into an agreement with a consortium of Chinese investors to sell part of its forestry and saw milling assets in Gabon for a gross consideration of U.S.\$18.0 million. It was announced that the divestment, which is a part of Olam's revised strategy to restructure the wood products portfolio, includes the sale of two saw mills in the Makokou region of Gabon, 2.5 hectares of land in the Special Economic Zone (SEZ) at Nkok, Gabon and associated forestry concessions. The transaction resulted in a one-off loss of S\$14.6 million from the sale of assets and associated restructuring charges.

On 14 March 2014, it was announced that Temasek Holdings, through its indirect wholly-owned subsidiary, Breedens, intends to make a voluntary conditional cash offer (the "**Offer**") for (i) all the Shares of the Company, (ii) new Shares unconditionally issued or to be issued pursuant to the valid conversion of outstanding New Convertible Bonds and (iii) new Shares unconditionally issued or to be issued pursuant to the valid exercise of the options granted under the Olam Employee Share Option Scheme. The Offer turned unconditional as to acceptances on 24 April 2014 and closed on 23 May 2014. Following the close of the Offer, Temasek Holdings and its subsidiaries and associated companies owned approximately 58.53 per cent. of the Company and the Company became a subsidiary of Temasek Holdings.

On 28 March 2014, the Company announced that the RoG will invest an additional U.S.\$56.8 million towards equity and increase its stake in the Palm ("**OPG**") and Rubber ("**ORG**") joint ventures with the Company in the RoG. On completion of this transaction, Olam will own a 60 per cent. equity interest in both OPG and ORG joint ventures, with RoG holding the remaining 40 per cent. It was announced that the transactions are in line with the Company's strategic plan to unlock value by seeking strategic partners to co-share investments in capital intensive and long gestation projects. The Company received cash of S\$40.0 million and a gain of S\$31.9 million in capital reserves on completion.

On 25 April 2014, the Company announced that its wholly-owned subsidiary NZFSU has sold dairy farm land in the Western and the Eastern regions in Uruguay for a total cash consideration of U.S.\$53.7 million. NZFSU owns dairy farms in the Western, Eastern and Central regions in Uruguay on 28,478 hectares of farm land and approximately 1,769 hectares of farm land in the West of Uruguay together with 6,002 hectares of farm land in the East of Uruguay were sold. The Company received gross cash proceeds of S\$70.4 million and booked a one-time pre-tax gain of S\$21.0 million on completion of these transactions.

On 16 May 2014, the Company announced that it will be investing U.S.\$61.0 million to establish a new cocoa processing facility in Indonesia to enable the Company to leverage the strength of its Indonesian cocoa sourcing network and participate in the growth of Asian cocoa consumption.

On 19 May 2014, the Company announced that it had secured a U.S.\$2.22 billion 364-day committed unsecured revolving credit facility ("**Unsecured RC Facility**"). Proceeds from the Unsecured RC Facility were applied towards refinancing of existing debt and meeting working capital and general corporate funding requirements of the Company.

On 23 June 2014, the Company announced that it had entered into a partnership with Mitsubishi Corporation of Japan ("**Mitsubishi**") in which Mitsubishi will invest U.S.\$64.0 million for an 80.0 per cent. equity interest in the Company wholly owned subsidiary, Olam Grains Australia ("**OGA**"). The partnership is intended to leverage growth opportunities in the Australian Grains business. The transaction was completed and the Company 20 per cent. stake in the partnership is now classified as a long term investment.

On 27 June 2014, the Company announced that it had entered into an agreement to sell a 20 per cent. equity stake in Gabon Special Economic Zone SA (“GSEZ”) to the RoG. The transaction was in line with the Group’s strategy to jointly invest with partners in projects that involve large capital expenditure and long gestation.

On 27 June 2014, the Company announced that it had entered into an agreement to sell a 100 per cent. equity stake in its subsidiary Compagnie Forestière des Abeilles SA (“CFA”) to Transport Bois et Négoce International (“TBNI”), a Gabonese timber company for a consideration of U.S.\$6.0 million. The divestment was in line with the Company’s strategy to restructure the Wood Products portfolio.

On 22 July 2014, the Company announced that it had issued S\$400 million 4.25 per cent. fixed rate notes due 2019 under the Programme.

On 5 August 2014, the Company announced that it had issued U.S.\$300 million 4.5 per cent. fixed rate unsecured notes due 2020 at an issue price of 99.337 per cent. of their principal amount under the Programme.

On 18 August 2014, the Company announced that it had agreed to sell a 25.0 per cent. stake in its Packaged Foods business to Sanyo Foods Co. Ltd. for a price consideration of U.S.\$187.5 million based on an initial enterprise value of U.S.\$750.0 million for the business. The transaction was completed on 2 February 2015 and the Company received cash proceeds of U.S.\$167.5 million and added U.S.\$79.6 million to its capital reserves.

On 1 September 2014, the Company announced the sale of its dairy processing plant in Côte d’Ivoire to Friesland for a cash consideration (excluding any working capital) of U.S.\$18.7 million, subject to working capital adjustments at closing. At closing, the Company received net sales proceeds of 11.4 billion CFA (€17.3 million). In addition, the Company assigned its trademark “Pearl” for certain designated countries in Africa to Friesland for a cash consideration of U.S.\$6.3 million.

On 9 September 2014, the Company announced that its wholly owned dairy farming subsidiary New Zealand Farming Systems Uruguay (“NZFSU”) will be investing U.S.\$80.0 million to establish a new dairy processing facility. The green-field dairy processing facility is expected to commence operations in 2017 with an initial capacity to process 600,000 litres per day, going up to one million litres of milk per day. On 14 August 2015, the Company announced that it had decided to restructure this business and defer the planned green-field dairy processing investment.

On 29 October 2014, the Company announced that its indirect wholly-owned subsidiary Olam Australia Pty Ltd had agreed to acquire a 20 per cent. shareholding in ProClass. ProClass is the largest independent cotton testing and classing house in Australia.

On 13 November 2014, the Company announced that consequent to the payment of the first and final dividend at S\$0.05 per 1 ordinary share and a special silver jubilee dividend at S\$0.025 per 1 ordinary share in respect of the financial year ended 30 June 2014, it will issue 12,333,258 additional Warrants to the Warrantholders on the basis of 31 additional Warrants for every 1,000 Warrants held by the Warrantholders. The adjusted Exercise Price in respect of the Warrants and additional Warrants will be U.S.\$1.21 per Share.

On 19 November 2014, the Company secured revolving credit and term loan facilities aggregating U.S.\$2,475 million. The facilities consist of three equal tranches of U.S.\$825 million each, a 364-day revolving credit facility, a 2-year revolving credit facility and a 3-year loan. Proceeds from the facilities were applied towards refinancing of existing debt and meeting working capital and general corporate funding requirements of the Company.

On 5 December 2014, the Company announced that it had signed a purchase agreement to acquire a 100 per cent. interest in a leading U.S. peanut sheller, McCleskey Mills, Inc (“**MMI**”), at an enterprise value of U.S.\$176.0 million. The acquisition of MMI is consistent with the Company’s strategy to selectively invest in prioritised platforms, which includes Edible Nuts. The acquisition was completed in January 2015 for a cash consideration of U.S.\$178.0 million. The final purchase price allocation for the acquisition is expected to be completed by September 2015.

On 12 December 2014, the Company secured a 5-year term loan of A\$350 million for its Australian subsidiaries Olam Orchards Australia Pty Ltd. And Olam Australia Pty Ltd. Proceeds from the facility will be applied towards refinancing of existing debt and meeting working capital and general corporate funding requirements of the Company.

On 16 December 2014, the Company announced the proposed acquisition of the global cocoa business of Archer-Daniels-Midland Company (“**ADM**”) at an enterprise value on a cash and debt free basis of U.S.\$1.3 billion, comprising fixed assets of U.S.\$550.0 million and working capital of U.S.\$750.0 million, subject to closing adjustments.

On 12 January 2015, the Company announced that Queensland Cotton, a wholly owned subsidiary of Olam Australia had signed an agreement to sell Western Wool Marketing to Quality Wool.

On 15 January 2015, the Company announced the issuance of U.S.\$50 million 5 year Senior Notes due 2020 in a private placement under the Programme.

On 28 January 2015, the Company announced that it had exercised its option, pursuant to the U.S.\$750 million in principal amount of 6.7 per cent. Bonds due 2018 (the “**2018 Bonds**”), to redeem all of the outstanding 2018 Bonds on 27 February 2015.

On 2 March 2015, the Company announced its participation in the RoG GRAINE out-grower plantation programme through a joint venture in which RoG will hold 51.0 per cent. equity ownership and the Company will hold the balance of 49.0 per cent.

On 17 March 2015, the Company announced the issuance of A\$125 million 4.875 per cent. 5 year Senior Unsecured Notes due 2020 under the Programme. On 19 March 2015, the Company announced the issuance of additional notes of A\$25 million, thereby increasing the total aggregate principal amount of the combined issuance to A\$150 million (the “**2020 Combined Notes**”). The 2020 Combined Notes were issued at an issue price of 100.069 per cent. of their principal amount. The post-swap U.S. Dollar fixed coupon was 3.975 per cent. per annum. On 29 April 2015, the Company announced the issuance of an additional A\$30 million fixed rate senior unsecured notes (the “**2020 New Notes**”) at a total price of 101.628 per cent. of their principal amount. The effective post-swap U.S. Dollar fixed coupon on the 2020 New Notes was 3.60 per cent. per annum.

On 14 May 2015, Outspan Agro Timor Unipessoal, LDA, a wholly-owned subsidiary of the Company, acquire a fully integrated operating dry coffee mill in Timor Leste.

On 12 August 2015, the Company announced that it had secured a U.S.\$800 million revolving credit facility for its U.S. subsidiaries. Proceeds from the Facility were used to refinance existing debt, as well as to finance the working capital needs of the Company’s subsidiaries in the U.S. and for general corporate purposes.

On 28 August 2015, the Company announced that it had entered into a strategic partnership with Mitsubishi. The Company proposed to raise additional equity capital by issuing an aggregate of 332.73 million new Shares with a private placement to Mitsubishi at an issue price of S\$2.75 per new Share, as well as a separate secondary shares acquisition from the KC Group. The issue raised gross proceeds of approximately S\$915.0 million, with the new Shares representing approximately 12.0 per cent. of the enlarged issued and paid up share capital (excluding treasury shares) of the Company, giving Mitsubishi

a combined equity stake of 20 per cent. in the Company. Temasek Holdings remained the majority shareholder of the Company with a controlling 51.4 per cent. stake. Additionally, Mitsubishi was given the right to appoint up to two members to the Board of the Company, as well as adding some members to the Company's global management team. The strategic rationale behind the issuance was to progress the formation of a proposed joint venture for distribution of the Company's products in the Japanese market, as well as developing future strategic collaboration opportunities with Mitsubishi.

On 31 August 2015, the Company announced the issuance of ¥6,200,000,000 1.375 per cent. Senior Unsecured Notes due 2020 under the Programme (“**Yen Notes**”). The Yen Notes were issued pursuant to a private placement under the Programme. The Yen Notes were issued at an issue price of 100 per cent. of their principal amount. The post-swap U.S. Dollar fixed coupon was 3.75 per cent. per annum.

On 15 September 2015, Olam Farming, Inc., an indirect wholly-owned subsidiary of the Company entered into a contract to acquire 2,091 gross acres of almond orchards, pistachio orchards, walnut orchard, and open cropland located in Madera, Madera County, California from Tennicom LLC. The property consists of 1,032 net acres of almond orchards planted between 1997 and 2014, 200 net acres of pistachio orchards planted between 2003 and 2013, 300 net acres of walnut orchards planted between 1999 and 2010, and 511 acres of irrigated open cropland.

On 17 October 2015, the Company announced that it had successfully acquired ADM's global cocoa business (previously announced on 16 December 2014) at an enterprise value on a cash-free debt-free basis of U.S.\$1,204.0 million, comprising fixed assets of U.S.\$550 million and working capital of U.S.\$654.0 million. ADM's cocoa business was combined with the Company's Cocoa platform to form Olam Cocoa, a fully integrated cocoa bean and cocoa products supplier (including powder, butter and liquor) with over 2,400 cocoa experts (of whom 1,500 joined from ADM) based in 11 producing countries, seven usines, 12 midstream processing facilities, six innovation centres, 20 marketing offices and more than 200 warehouses.

On 28 October 2015, the Company announced that it had secured a revolving credit and term loan facility aggregating U.S.\$1,000 million. The facility consists of two tranches, a U.S.\$850 million 364-day revolving credit facility and a U.S.\$150 million 5-year term loan. The proceeds of the loan were used to refinance existing debt and meet working capital and general corporate funding requirements of the Company.

On 1 November 2015, Panasia International FZCO, a wholly-owned subsidiary of the Company, acquired 100 per cent. equity stake in Concorde Industries Ltd (“**CIL**”). CIL has a sawmill facility located near the port in Myanmar with an annual capacity of 10,000HT.

On 23 December 2015, the Company completed a tender offer of the New Convertible Bonds pursuant to which the Company repurchased from holders of the New Convertible Bonds, an aggregate principal amount of U.S.\$269.5 million of the New Convertible Bonds.

On 30 December 2015 OPG, the 60/40 joint venture company between the Company and the Republic of Gabon, entered into a sale of long term lease rights of land and a sale and lease-back of plantation and milling assets, comprising 20,030 hectares of total land area in Awala, Gabon, and including 6,502 hectares of planted area, for a cash consideration of U.S.\$130.0 million with YCAP Asset Management. The transaction was not completed.

On 7 January 2016, the Company and French feedstock company InVivo Animal Nutrition & Health (“**InVivo NSA**”) announced a joint consulting agreement for development of expertise in animal feed in Nigeria. The two-year consulting partnership agreement will involve technical assistance and sharing of expertise to jointly develop solutions and products in the animal feed space.

On 11 January 2016, the Company announced it had acquired Amber Foods Limited, which indirectly through its 100 per cent. owned subsidiary owns the wheat milling and pasta manufacturing assets of the

BUA Group in Nigeria (a diversified foods and infrastructure business group in Nigeria), for a total enterprise value of U.S.\$275.0 million. The assets to be acquired include two wheat mills and a pasta manufacturing facility in Lagos, a non-operating mill in Kano in the North of Nigeria, and a wheat mill and pasta manufacturing plant in Port Harcourt in the Southeast of Nigeria.

On 14 January 2016, the Company completed a tender offer of the New Convertible Bonds pursuant to which the Company repurchased from holders of the New Convertible Bonds, an aggregate principal amount of U.S.\$175.9 million of the New Convertible Bonds.

On 21 January 2016, the Company repurchased New Convertible Bonds for an aggregate principal amount of U.S.\$10.3 million of the New Convertible Bonds.

On 23 February 2016, the Company announced that it had exercised its option, pursuant to the U.S.\$500 million in principal amount of 6 per cent. New Convertible Bonds due 2016, to redeem all of the outstanding New Convertible Bonds on 22 February 2016.

On 8 April 2016, the Company announced its investment of U.S.\$150.0 million to set up two animal feed mills, poultry breeding farms and a hatchery to produce day-old-chicks in Nigeria, marking the commencement of works on project sites in Kaduna State and Kwara State, Nigeria, where the Company will set up Nigeria's largest integrated animal feed mill, breeding farm and hatchery.

On 13 April 2016, the Company announced the issuance of U.S.\$300 million 4.50 per cent. fixed rate senior unsecured notes due 2021 ("**2021 Notes**") under the Programme. The 2021 Notes were issued on 13 April 2016 at an issue price of 100.00 per cent. of their principal amount.

On 14 April 2016, the Company announced that it had secured a revolving credit facility aggregating U.S.\$650 million, consisting of two tranches of U.S.\$325 million each, a 364-day revolving credit facility and a 2-year revolving credit facility. Proceeds from the facility will be applied by the Company towards refinancing of existing debt and meeting general working capital and corporate funding requirements.

On 15 April 2016, the Company and Mitsubishi announced the formation of a joint venture, MC Agri Alliance Ltd ("**MCAA**") in Japan. The new joint venture will import and distribute coffee, cocoa, sesame, edible nuts, spices, vegetable ingredients and tomato products in the Japanese market. Mitsubishi will hold 70.0 per cent. of the joint venture and the Company 30.0 per cent.

On 19 April 2016, the Company announced that it had secured a 5-year U.S.\$175.0 million loan agreement with IFC, a member of the World Bank Group, to finance its permanent working capital and capital expenditure requirements for four food processing facilities in Nigeria (the sesame hulling and Crown Flour Mill facilities) and in India (the Hemarus sugar mill and spice processing facilities).

On 17 May 2016, the Company announced the issuance of ¥5.5 billion 1.427 per cent ("**2021 New Notes**") senior unsecured notes due 2021 under the Programme. The 2021 New Notes were issued on 24 May 2016.

On 1 June 2016, the Company announced that it had acquired the remaining 50.0 per cent. interest in AI from its joint venture partner for a total consideration of U.S.\$24.0 million, with AI becoming a wholly owned subsidiary of the Company post-completion to consolidate the Company's presence in edible oils refining and distribution in East Africa.

On 6 June 2016, the Company announced that consequent to the announcement of the second and final dividend of S\$0.035 per 1 ordinary share for the financial year ended 31 December 2015, it will issue additional Warrants (relating to the 2018 Bonds) to the Warrantholders on the basis of 1 additional Warrant for every 45 Warrants held by the Warrantholders held on 3 May 2016.

On 9 June 2016, the Company announced that it had acquired a 100.0 per cent. interest in Brooks Peanut Company ("**Brooks**") at an enterprise value of U.S.\$85.0 million. Brooks was the sixth largest peanut

sheller in the United States. The acquisition is consistent with the Company's strategy of further integration of its value chain into direct farm procurement and shelling, as well as expanding its sourcing network and market position as a peanut sheller in the United States.

On 13 July 2016, the Company priced a benchmark U.S.\$500 million issuance of perpetual capital securities ("**Capital Securities**") under the Programme. The Capital Securities were issued on 20 July 2016 and priced at par, bearing a distribution rate of 5.35 per cent. for the first five years, to be reset at the end of five years from the issue date and each date falling every five years thereafter, with an option for the Company to redeem in whole on or after the fifth anniversary of the issuance of the Capital Securities.

On 15 September 2016, the Company announced the issuance of U.S.\$150 million 4.50 per cent. senior unsecured notes due 2021 ("**Series 10 Tranche 002 Notes**") to be consolidated and forming a single series with the existing 2021 Notes (the "**Consolidated 2021 Notes**"), pursuant to the Programme. The Series 10 Tranche 002 Notes were priced at 101.651 per cent. of their principal amount plus accrued interest from, and including, 12 April 2016 to, but excluding, the issue date for the Series 10 Tranche 002 Notes. The Series 10 Tranche 002 Notes were issued on 14 September 2016.

On 4 October 2016, the Company announced that its Awala palm plantation in Africa has become the first new development to have its working plantation RSPO certified. The Awala plantation was the Company's first venture into upstream palm plantations in a joint-venture with the Republic of Gabon, as one of the major projects undertaken by OPG. The certification boosts Africa's RSPO certified production hectares by 30 per cent. from 21,666 hectares.

On 13 October 2016, the Company announced that it secured a U.S.\$2.0 billion revolving credit facility consisting of three tranches — a 364-day revolving credit facility of U.S.\$400.0 million, a 2-year revolving credit facility of U.S.\$800.0 million and a 3-year revolving credit facility of U.S.\$800.0 million. Proceeds from the facility will be applied towards the refinancing of existing syndicated and bilateral bank loans.

On 24 October 2016, the Company announced that it acquired 100 per cent. interest in East African coffee specialist Schluter S.A. ("**Schluter**") at an enterprise value of U.S.\$7.5 million. Schluter is based in Switzerland with marketing offices in Nyon and Liverpool in the UK, and operates milling facilities in the Democratic Republic of Congo and Burundi. With the acquisition, Schluter will become the specialty arm of Olam Coffee in Europe.

On 6 December 2016, Olam Americas Inc., a wholly-owned subsidiary of the Company, priced the private placement of U.S.\$175 million 3.90 per cent. senior unsecured notes due 2022. The private placement was completed on 10 January 2017.

On 8 February 2017, the Company announced its intention to repurchase up to S\$235.8 million in aggregate principal amount of the S\$275.0 million 7.0 per cent. perpetual capital securities (the "**Securities**") in the open market between 1 March 2017 and 7 March 2017 at par value including accrued distributions. On 14 July 2017, it also announced its intention to exercise its option to redeem any outstanding Securities as of 1 September 2017 at par including accrued distributions. The redemption was completed on 4 September 2017.

On 2 March 2017, the Company announced the issuance of U.S.\$300 million 4.375 per cent. senior unsecured notes due 2023 at an issue price of 99.37 per cent. of their principal amount under the Programme. The issuance was completed on 9 March 2017.

On 31 March 2017, the Company's joint venture with Sanyo Foods in Ghana, Nutrifoods Ghana Limited, opened its newly expanded biscuit production facility in Tema. The joint venture company had invested U.S.\$8.25 million in expansion and upgrading work. The expansion further strengthened Nutrifoods' position as the number one biscuit producer in Ghana, which already has a 30 per cent. market share.

On 31 March 2017, the Company announced the issuance of ¥5.7 billion 0.47 per cent. senior unsecured notes due 2022 under the Programme. The issuance was completed on 7 April 2017.

On 18 May 2017, the Company announced the issuance of ¥6.0 billion 0.9725 per cent. senior unsecured notes due 2022 under the Programme. The issuance was completed on 25 May 2017.

On 26 May 2017, Olam Americas Inc., a wholly-owned subsidiary of the Company, priced the private placement of U.S.\$170 million 3.73 per cent. senior unsecured notes due 2022. The private placement was completed on 15 June 2017.

On 4 July 2017, the Company announced the issuance of S\$300 million subordinated perpetual securities under the Programme. The issuance was completed on 11 July 2017.

On 17 July 2017, the Company announced that its wholly-owned subsidiary, Olam Treasury Pte. Ltd. secured a ¥25.0 billion three-year term loan facility, guaranteed by the Company. Proceeds from the facility will be applied towards the refinancing of existing syndicated and bilateral bank loans of the Company and its subsidiaries and for general corporate purposes.

On 28 July 2017, the Company announced that it (and Olam Treasury Pte. Ltd., as co-borrower) secured a U.S.\$400 million revolving credit facility, guaranteed by the Company, consisting of three tranches — a 364-day revolving credit facility of U.S.\$160 million, a 2-year revolving credit facility of U.S.\$120 million and a 3-year revolving credit facility of U.S.\$120 million. Proceeds from the facility will be applied towards the refinancing of existing syndicated and bilateral bank loans of the Company and its subsidiaries.

On 31 July 2017, the Company announced the issuance of S\$50 million subordinated perpetual securities under the Programme, to be consolidated and form a single series with the S\$300,000,000 subordinated perpetual securities issued on 11 July 2017. The issuance was completed on 4 August 2017.

On 22 August 2017, the Company announced the issuance of U.S.\$50 million 3.65 per cent. senior unsecured notes due 2022, which were issued pursuant to a private placement under the Programme. The issuance was completed on 1 September 2017.

On 12 September 2017, the Company's poultry feed mill and day-old-chick facilities in Kaduna State, Nigeria was inaugurated. The Company also concurrently started production at an integrated poultry and fish feed mill at Ilorin in Kwara State, Nigeria.

On 20 September 2017, the Company announced the issuance of ¥8 billion 0.9825 per cent. senior unsecured notes due 2022, which were issued pursuant to a private placement under the Programme. The issuance was completed on 27 September 2017.

On 22 September 2017, the Company announced that it had sold 5,100 acres (approximately 2,100 hectares) of its farmland assets to Farmland Partners Inc ("FPI"), one of the largest listed farmland real estate investment trusts in the United States, for a cash consideration of U.S.\$110 million. The Company has also entered into a revenue sharing model with FPI where it will pay the latter a share of the annual revenue, while it continues to operate the orchards for a period of 25 years. Upon completion of the transaction on 1 December 2017, the Company received U.S.\$110 million in cash proceeds and reduced its invested capital, improving its return on invested capital.

On 13 October 2017, the Company announced that it (and Olam Treasury Pte Ltd, as co-borrower) secured a U.S.\$1,750 million revolving credit facility, guaranteed by the Company, consisting of three tranches — a 364-day revolving credit facility of U.S.\$583.33 million, a 2-year revolving credit facility of U.S.\$583.33 million and a 3-year revolving credit facility of U.S.\$583.34 million. Proceeds from the facility will be applied towards the refinancing of existing syndicated and bilateral bank loans of the Company and its subsidiaries.

On 18 December 2017, the Company announced a strategic partnership with Mitr Phol Sugar Corporation (Mitr Phol), the world's fourth largest and Asia's largest sugar producer, to capitalise on the attractive growth opportunities for sugar milling and refining in Indonesia. Mitr Phol will invest U.S.\$100 million for a 50 per cent. stake in the Company's wholly-owned subsidiary Far East Agri (Far East), which operates PT DU.S.. The Company will retain the remaining 50 per cent. stake in Far East. Under the new agreement, Far East will explore the development of a green-field sugar milling facility in East Java. This transaction generated a one-time gain of approximately U.S.\$80 million based on the written down carrying value of the assets for the financial year ended 31 December 2017.

On 15 January 2018, the Company announced that its Bilala palm oil mill and concessions in Mouila, Gabon, achieved RSPO certification. It is the second of two plantations managed by the Group to be certified, and covers 15,900 hectares of planted oil palm, and 19,500 hectares of protected High Conservation Value areas. The certification boosts the Group's RSPO certified production hectares to 55,400 hectares.

On 19 January 2018, the Company announced that it had acquired 546,000 ordinary shares in Long Son Joint Stock Company ("**Long Son**"), a company established under the laws of Vietnam, and a cashew processor, for a total consideration of U.S.\$20.0 million. Following the acquisition, Long Son became a 30.0 per cent. associated company of Olam. It also announced that it had entered into a Stock Purchase Agreement with Confitera Co., Ltd. ("**Confitera**"), which the Company holds approximately 20.0 per cent. interest, for the repurchase by Confitera of the Company's 387 shares held in the capital of Confitera for an aggregate consideration of JPY 83 million. Following the sale of shares, Confitera ceased to be an associated company of Olam.

As announced on 17 November 2017, the Company allotted and issued an aggregate of 91,348,968 new Shares pursuant to the exercise of an aggregate of 91,348,968 warrants, as a result of which the Company's public float fell below 10 per cent., to approximately 9.31 per cent. On 27 February 2018, the Company announced that after the expiry of the warrants on 29 January 2018, Temasek Holdings held approximately 53.8 per cent. of the Company's issued share capital (excluding treasury shares). Mitsubishi held 17.5 per cent. of the enlarged capital base while KC Group held 7.1 per cent. after it exercised all of its warrants. On 2 April 2018, following the vesting and release of shares under certain subsisting restricted share awards and performance share awards granted under the Olam Share Grant Plan, the percentage of the Company's total issued shares (excluding treasury shares) that is listed and held by the public was 10.27 per cent, satisfying the requirement under the Rule 723 of the Listing Manual, where at least 10 per cent. of the Company's ordinary shares are in the hands of the public.

On 26 March 2018, the Company announced that it had secured a three-year sustainability-linked revolving credit facility, aggregating U.S.\$500.0 million, with Olam Treasury as co-borrower to the facility. This is Asia's first sustainability-linked club loan with multiple banks issuing the loan together and in collaboration with the borrower on achieving sustainability targets. The targets are based on pre-set environmental, social and governance metrics, which will be tested annually. If the targets are achieved, the interest rate on the facility will be subsequently reduced.

On 28 March 2018, the Company announced that it had secured medium term financing facilities, aggregating U.S.\$163.0 million from the Asian Development Bank and Japan International Cooperation Agency. The facilities consist of two tranches: (i) a U.S.\$83.0 million five-year facility and (ii) a U.S.\$80.0 million seven-year facility. Proceeds from the facilities was to be applied towards capital

expenditure and working capital requirements of the Company and subsidiaries in Vietnam, Indonesia, Timor-Leste and Papua New Guinea.

On 29 March 2018, the Company also announced that it sold its wholly owned subsidiary PT ACE Dalle Kokoa Manufaktur, a company incorporated in Indonesia which held land as its primary asset, to PT Mega Khatulistiwa Propertindo, for approximately U.S.\$14.0 million.

On 17 April 2018, the Company announced the launch of AtSource™, a sustainable and traceable sourcing solution that will provide environmental and social insights into the journey of agricultural raw materials and food ingredients from the farm to manufacturing and retail customers. AtSource will also enhance the Company's ability to assess and positively influence the environmental footprint of the farmers in the Company's supply chain, the vast majority of whom are smallholders growing crops such as cocoa, coffee and cashew in emerging markets. AtSource presents manufacturers with rich and granular data through a digital dashboard which tracks the social and environmental footprint of a product.

On 18 April 2018, the Company announced the formation of a joint venture, Guzman Coffee & Nuts, SL. ("GC&N") in Spain. The Company paid a consideration of approximately EUR1.88 million for a 29 per cent. stake in GC&N with Guzman Global, SL holding the remaining stake. The new joint venture will import and distribute coffee and edible nuts in the Spanish and Portuguese markets.

On 3 May 2018, the Company announced the acquisition of a 100.0 per cent. shareholding in Inversiones Andinas J&V S.A.C ("Andinas") for U.S.\$3.5 million. Incorporated in Peru, Andinas is involved in origination, processing, packaging and marketing of quinoa and chia, which became new adjacent products to Olam's Edible Nuts portfolio.

On 11 May 2018, the Company announced its intention to acquire a 60.0 per cent. shareholding interest in Cotontchad SN, a state-owned company with exclusive rights to procure, process and sell Chadian cotton and by-products, for U.S.\$16.5 million. The transaction is subject to the completion of conditions precedent as per the agreement.

On 4 June 2018, the Company announced the acquisition of a 100.0 per cent. shareholding interest in Ruyat Oil Limited ("Ruyat") for an aggregate consideration of U.S.\$4.4 million. Ruyat is incorporated in Nigeria with principal activities in sourcing of crude vegetable oil, refining and marketing of refined, bleached and deodorised Olein.

On 19 July 2018, the Company announced that its wholly owned subsidiary Olam Americas Inc. priced a U.S.\$100.0 million issuance of five-year fixed rate notes via a private placement at a fixed coupon of 4.35 per cent. The proceeds from the issue of the Notes was to be used by Olam Americas Inc. and its U.S. affiliates for repayment of existing debt and general corporate purposes.

On 20 September 2018, Olam Treasury announced that it had secured its second term loan facility of JPY30.0 billion (approximately U.S.\$265.0 million) in the Japanese loan market, consisting of JPY20.7 billion, a three-year tranche, and JPY9.3 billion, a five-year tranche, guaranteed by the Company.

On 28 September 2018, the Company announced that the Company and its wholly owned subsidiary, Olam Treasury, had secured a multi-tranche revolving credit facility ("RCF") aggregating U.S.\$1,425.0 million. The RCF consists of a 364-day facility of U.S.\$570.0 million, a two-year facility of U.S.\$427.5 million and a three-year facility of U.S.\$427.5 million. The proceeds from the RCF will be applied towards refinancing existing loans of the Company and its subsidiaries.

On 25 January 2019, the Group announced its new strategic plan for the next six-year period from 2019 to 2024. It added that it was in the process of appointing financial advisors to explore various options to maximise value for shareholders. This exercise was expected to be completed by the fourth quarter of 2019.

On 11 February 2019, the Company announced that QCC, an indirect wholly-owned subsidiary of the Company, disposed of its entire 51 per cent. shareholding in Collymongle Ginning Pty Ltd (“**CGPL**”), a company incorporated in Australia, to PJ & PM Harris Pty Ltd (“**Harris**”) following an exercise of option, for a total cash consideration of A\$4.08 million. QCC had in 2014 sold down its shareholding in CGPL from 100 per cent. to 51 per cent. to Harris. The Company also announced that its wholly owned subsidiary Olam Argentina S.A. had disposed of its entire 100 per cent. equity interest in Olam Alimentos S.A. (OAL), a company incorporated in Argentina with the principal activity in peanut shelling and blanching, to Adecoagro, for cash consideration of U.S.\$10 million.

On 26 February 2019, the Company announced the acquisition of an 85.0 per cent. equity interest in YTS Holdings Pte Ltd (“**YTS**”) which owns 100.0 per cent. of Indonesia’s largest cocoa processor PT Bumitangerang Mesindotama (BT Cocoa) from its founding members, Piter Jasman and family, for a total cash consideration of U.S.\$90.0 million. The acquisition is intended to expand the Group’s cocoa platform in Asia and further enhance the product offering in the Asia Pacific markets.

Business Overview

The Group’s business today involves supplying food, feed and fibre to over 22,000 customers worldwide. Its value chain spans over 60 countries and includes farming, processing and distribution operations, as well as a sourcing network of 4.7 million farmers.

Supply Chain

The Group’s supply chain management business involves sourcing and origination of a product from a supplier in a producing country (the “**Farm Gate**”) in the Origins, primary processing, exporting, shipping, importing and warehousing, marketing and final distribution at the point of delivery to customers (the “**Factory Gate**”) in the Destination Markets.

As a supply chain manager, the Group’s profitability is driven primarily by the volume of the products sold to its customers and the degree of value-added services that it provides. For every transaction, the Company targets a specific minimum profit per unit handled based on the risks and complexities of meeting the customer’s requirements. The Group constantly evaluates the pricing conditions on the demand side and then considers its costs along the supply chain to determine whether it can achieve its targeted profit per unit handled. The Company will generally not purchase agricultural products from the Farm Gate if it is unable to generate its targeted profit per unit handled.

The Group’s principal role is to source agricultural products directly from Origins and supply them in a reliable and consistent manner to its customers in the Destination Markets. As payment for performing that role, the Group seeks to capture the margins that exist in the supply chain. The Group does not consider itself to be a directional, positional, proprietary or speculative commodity trader. The Group takes positions, within pre-set risk limits, in products with the main objective of meeting its customers’ demands. The Group does not take positions based on its view of the direction or size of commodity price movements and does not take positions in the futures or physical markets unless they are backed by underlying physical transactions, except in Commodity Financial Services, where it would operate by the risk limits set for the business.

The Group has a diversified customer base, which include multi-national food companies, textile manufacturers, wood and furniture component industries, importers and distributors of products in the Destination Markets.

The Group’s suppliers are comprised of farmers, port-town suppliers and agents, origin exporters, government monopolies and cooperatives.

The sections below describe the Group’s principal activities in the supply chain operations.

Global Sourcing and Origination

Origination involves sourcing directly from the Farm Gate, which the Group believes is the foundation of its supply chain management business. The Group believes that the majority of the value in an agri-business supply chain is generated between the Farm Gate and the point of export in the producing countries.

To achieve effective origination, the Group sources its products directly from the Farm Gate through its network of local buying agents (“**LBAs**”), who deal with the Company either as principals or on a commission basis. The Group procures commodities from the Farm Gate from farmers and village-level agents and suppliers through an elaborate network spanning hundreds of buying posts in the Origins. As such, the network of farmers, village level agents and suppliers number in the hundreds and are widely dispersed across the growing areas in any one Origin.

To be close to its product sources, the Group sets up procurement offices in the main growing areas of the Origins in which it operates. Most of the Group’s procurement offices have warehousing facilities, weighing stations, quality checking facilities and trained staff that check the quality and weight before the products are accepted. In this way, the Group is able to exercise control over the procurement process and manage the physical flow of products from the point of origin. The products which the Company procures are then cleaned, graded, dried, processed and bagged before they are transported to the port town for export shipments or to an interim location for further processing or aggregation.

The Group believes that controlling its products at the point of origin has the following principal benefits:

- Ability to screen the quality of the products to remove any admixture products before transporting them to the processing plant or to the port, thus saving on transportation costs;
- Ability to sort the products by location-specific quality, which enables it to offer value-added services to its customers such as providing tailored product grades. For example, some of its customers may request a type of cocoa bean grown only in certain parts of Côte d’Ivoire. With the Group’s origination expertise and depth, it is able to provide such value-added services;
- Ability to provide traceability, because it knows how and where the particular products were cultivated. The Group believes that its customers value this service as a means of ensuring that their products comply with socially responsible business practices, an increasing concern of many of its customers;
- Ability to obtain certification of organic products;
- Ability to gain proprietary market information on crop quality and size. Such information is valuable for the Group’s own business decisions and can also be sold to its customers; and
- Ability to establish close relationships with suppliers which helps ensure a stable supplier network. The Group works closely with farmers to improve the efficiency and reliability of the farmer’s cultivation practices.

Primary Processing

For most products, the Group processes the agricultural products before they are shipped to the Destination Markets. During processing, the Company subjects the agricultural products to various conditions that change their physical characteristics. Examples of processing include cleaning, sorting and grading. The Company conducts processing activities at Origins, intermediate Destination Markets, final Destination Markets, or a combination thereof, depending on where such processing is most profitable.

The key advantage of controlling various stages of processing is the ability to ensure quality, customisation of grades and hygiene certification to export the Company's products to Destination Markets.

Inland and Marine Logistics

The Group's inland and marine logistics activities are mainly outsourced to third-party logistics service providers, while its transportation and handling facilities and its warehousing and port infrastructures, with the exception of Gabon, are mainly leased. In the Grains' business, the Group undertakes bulk ocean freight operations where it selectively invests in vessels mainly for handling and risk management of its own captive requirements as well as for third party volumes.

The Group engages in different types of inland and marine logistics activities, depending on the nature of the shipping arrangements entered into. For example, with container shipment arrangements, the Group would typically enter into freight contracts with the various conference lines and its activities would include, among others, stuffing and delivery of the packed containers to the shipping lines. Alternatively, if the Group were shipping via bulk shipments, it would select time or voyage charters with the various shipping companies. Depending on the Company's terms with the charter parties, its activities may include freight forwarding, clearing, loading and discharging.

The Group's involvement in the inland and marine logistics stage enables it to reduce costs, improve efficiency and maintain the quality of its products. For example, in the Grains business, the Company enters into long term charters for better control of the rate of the loading and discharge and turnaround time when handling its own volumes or volumes from third parties.

Merchandising and Trading

The Group uses its first-hand knowledge of demand trends and supply conditions in the industry to identify potential customer requirements and new business opportunities.

The Group's marketing initiatives are aimed at achieving effective integration with its customers, in order to enable it to become a preferred supplier and to act as a single, credible and reliable counterparty.

The Group has established marketing networks across the Destination Markets, consisting of its own offices and a network of marketing agents or brokers, who are engaged on a non-exclusive basis and on a per-transaction basis.

The Group carries out quality checks, undertakes clearing and forwarding of the cargo, obtains the necessary permission for exporting and acquires the requisite certificates.

The Group's importing and distribution activities depend on the product, market and customers' requirements. For example, in the case of cotton, the Company is able to deliver directly to markets such as India, China and Bangladesh. In the case of cashew kernels, the Group is able to deliver to roasters and salters across Europe and North America, while in the case of rice, it distributes directly to small wholesalers and retailers in countries such as Nigeria, Cameroon and Ghana.

The Group's involvement in distribution activities allows it to meet the specific needs of its customers, which vary in terms of location, time of delivery, volume and packaging.

Value-added Solutions and Services

Through the Group's development of direct relationships with its customers as well as its origination expertise, it has developed an understanding of its customers' preferences and therefore, is able to offer customised value-added services in addition to a basic product. These solutions and services include vendor managed inventory systems ("VMI") services (which involves the outsourcing of inventory

activities by its customers to the Group, to reduce working capital requirements and to improve its “just-in-time” practices by tapping the Group’s inventory management expertise), grades and quality customisation, traceability guarantees, organic, sustainable and certified products, proprietary market intelligence and tailor-made risk management solutions.

Risk Management

The Group’s risk management system is designed to minimise the variance in its targeted profits that may arise as it moves its products through its supply chain. Please refer to the Section on “*Risk Management*” for further details.

Selective Upstream Businesses

The Group selectively integrates upstream into plantations and farming targeting specific countries where it believes these countries have a comparative advantage to produce these commodities cheaper and better sustainably over the long term. It invests upstream if it is able to achieve a cost structure below the marginal cost producer’s cost of production for that commodity that would allow it to be viable across commodity pricing cycles. This ensures that the Group would be profitable in the upstream activity under all pricing scenarios including a deep commodity down cycle. Its strategy to integrate upstream is therefore not based on a speculative judgment of higher commodity prices over the long term.

The Group has been building an evolving upstream business, which it initially entered through an almond orchard acquisition in Australia in FY 2010. The Group expands upstream selectively where it sees the grower, rather than the trader, or buyer, having an increasing share of the profit pool in the product value chain. It also invests in areas where it believes it can build a significant cost advantage that could result in attractive returns. These businesses have gestation periods and will take time to reach maturity, but when operating at full potential, are expected to deliver higher margins than the core supply chain or midstream businesses given that these investments have been selected based on their margin profile and cost position.

The Group’s vision is to be the “world’s best planter”, applying the highest standards in sustainable development with the aim of creating net positive impacts for the Company, the communities and the living world.

Selective Midstream/Downstream Businesses

The Group has selectively expanded into the midstream part of the value chain that offer attractive returns by processing some of the agricultural raw materials into ingredient quality intermediate products. It has invested in processing facilities that are close to the source or its customers, supported by research and development and backed by market insights. In order to mitigate any asset utilisation risk as it sets up these processing facilities, the Group does so only when there is sufficient internal captive load from the supply chain business, which eliminates the asset utilisation risk.

The Group has also invested in building a downstream packaged foods business in Africa, which stems from the strength of its unique capabilities related to the management of food supply chains and the common distribution infrastructure that it has built over nearly 30 years for related products across the continent. The Packaged Foods business (“**PFB**”) focuses on six product categories, of which products are manufactured, branded and marketed to consumers across major West African countries. It is one of the top two manufacturers of tomato paste, seasonings, biscuits, candies and drinking yoghurt in Nigeria. In Ghana, it is the number one biscuit and number two tomato paste producer.

Risk Management

The Group has a rigorous risk management framework designed to identify and assess the likelihood and impact of risks and to manage the actions necessary to mitigate their impact. The process identifies risks from a top-down strategic perspective and a bottom-up business perspective. Overall responsibility to monitor and assess risk lies with the Company’s independent risk function (“**Risk Office**”).

The Company takes a holistic approach to enterprise-wide risk, monitoring risk across each value-chain step across a wide range of both quantifiable and non-quantifiable risks.

Risk Governance Structure

The Group has an institutionalised process in the governance of risk management matters: the Company’s Chief Risk & Compliance Officer (“**CRCO**”) is a member of the Executive Committee and reports to both the CEO and the Chair of the Board Risk Committee (“**BRC**”), which comprises the Executive and Non-Executive Directors. The BRC is also supported by the Executive Risk Committee (“**ERC**”). The ERC comprises key executives from the senior management team who support the risk governance process by promoting risk culture, approving large exposures and mediating large breaches.

The Risk Office reports to the CRCO and is responsible for identifying, assessing, measuring and monitoring risks, to provide the Group’s senior management and the Board with assurance that all the risks borne by the Group are within its risk tolerance. The Risk Office is responsible for risk monitoring and control on an independent basis and undertakes regular stress-testing of the Company’s portfolio.

Risk limits are set as part of the annual budgeting cycle, which are presented to the Board for approval. These limits — outright, basis, structure, arbitrage and Value-at-Risk (“**Var**”) as well as credit and counterparty limits — are set based on various factors such as risk versus return, volatility of past earnings, adherence to limits and maximum loss limits derived from scenario and stress-testing. The number of years in business, strength of the management team, prevailing market conditions and the macro-economic outlook are also considered.

The CRCO is mandated to allocate the risk capital across businesses considering the competitive position, trading and market conditions and the track record of each business. Performance is continuously monitored, and risk capital allocation is recalibrated where necessary. The assigned limits are set at all levels of hierarchy within the structure, i.e. at business unit level, value chain step level and at profit centre level, as well as any other limits the Risk Office deems appropriate.

Enterprise Risk Management

The Company’s Enterprise Risk Management framework defines 53 individual risks across 11 categories. These categories and their mitigations are:

Risk category	Key controls & mitigations
Trading Risks	Trading risks are controlled by regular monitoring of positions using industry-standard metrics. The annual risk budgeting process defines position and risk metric limits to control exposures. The Group hedges price risk on the world’s commodities exchanges, both through derivatives and tendering.
Operational Risks	Field operating control and primary sourcing infrastructure are in place in every country where The Group operates. The Group’s credit/counterparty rating system defines credit limits and controls, Promoting fragmentation of credit exposure on short tenors. Insurance is taken to provide inventory cover as well as credit defaults.

Risk category	Key controls & mitigations
Currency Risks	The Group operates in many geographies and is therefore exposed to many different currencies. G7 currency hedging is performed by a centralised Treasury function and local currency limits in the origins and destinations are assigned to accommodate operational requirements.
Agricultural Risks	The Group aims for transparency with stakeholders, addressing issues as they arise but also seeking to improve wider understanding of issues in agri-complex. The Group makes information available.
Political & Sovereign Risks	The Group has deep-seated presence in many of the countries in which it operates, built over many years, and has consequently gained substantial knowledge of local practices. The Group maintains global political risk and terrorism risk insurance.
Reputational Risks	The Group has put in place a suite of policies, codes and standards to guide actions and behaviours. These include the Olam Code of Conduct; the Olam Crisis Escalation Procedure; the Olam Plantations, Concessions and Farms Code; the Olam Livelihood Charter; the Olam Supplier Code; the Olam Fair Workplace Policy and the Olam Living Landscapes Policy.
Regulatory & Compliance Risks	The Group's Market Compliance Office is a global function whose primary role is to ensure that the Group is fully compliant within all external regulation.
Capital Structure & Financing Risks	The Group has a strong base of long-term shareholders. The company maintains strong banking relationships providing committed banking lines, thereby assuring good liquidity.
Natural Perils	The Group maintains insurance cover against risk of natural disasters, such as flood, fire, earthquake and storms.
Other Risks	Succession plans are in place to provide a second line of leadership from with the Company's Operating Committee and Management Committee. The Group employs IT security experts, as well as having in place IT cybersecurity infrastructure.
Strategic Risks	All strategic risks are overseen by the offices of the CEO and COO, and by the Executive Committee.

The oversight of each of the 53 risks is divided among the 5 Board Committees (Risk Committee, Audit Committee, Capital & Investment Committee, Corporate Responsibility & Sustainability Committee and Human Resources & Compensation Committee).

Risk Committee	Audit Committee	Capital & Investment Committee	Corporate Responsibility & Sustainability Committee	Human Resource & Compensation Committee
<p>Trading Risks:</p> <ul style="list-style-type: none"> • Price Risk • Basis Risk • Structure Risk • Arbitrage Risk • Derivative Risk • Liquidity Risk <p>Operational Risks:</p> <ul style="list-style-type: none"> • Credit Risk • Counterparty Risk • Currency Risks • Transactional Currency Risk <p>Political & Sovereign Risks:</p> <ul style="list-style-type: none"> • Duty, Tariff & Export/Import Ban • Asset Nationalisation Risk • Selective Discrimination Risk • Forced Abandonment Risk • Terrorism/Kidnapping <p>Risk Regulatory Risks:</p> <ul style="list-style-type: none"> • Market Compliance Risk <p>Natural Perils Risks:</p> <ul style="list-style-type: none"> • Pandemic Risk • Fire Risk • Flood Risk • Earthquake Risk • Hurricane/Typhoon/Storm Risk 	<p>Operational Risks:</p> <ul style="list-style-type: none"> • Stock Risk • Quality Risk • Fraud Risk • Systems & Controls Failure Risk <p>Regulatory Risks:</p> <ul style="list-style-type: none"> • Bribery/Corruption Risk • Other Regulatory Risk • Transfer Pricing Risk • Taxation Risk <p>Cybersecurity & Other Risks:</p> <ul style="list-style-type: none"> • Cybersecurity Risk • IT Risk 	<p>Operational Risks:</p> <ul style="list-style-type: none"> • Project Execution Risk • Asset Utilisation Risk <p>Capital Structure & Financing Risks:</p> <ul style="list-style-type: none"> • Interest Rate Risk • Funding Liquidity/Margin Call Risk • Credit Metrics Risk • Activist Investor Risk • Short Seller Attack Risk <p>Currency Risks:</p> <ul style="list-style-type: none"> • Translational Currency Risk 	<p>Reputational Risks:</p> <ul style="list-style-type: none"> • Social Risk — Safe & Decent Work • Social Risk — Economic Opportunity • Social Risk — Food Safety & Product Recall Risk • Environmental Risk — Healthy Ecosystems • Environmental Risk — Water • Environmental Risk — Climate Action • Environmental Risk — Healthy Soils • Environmental Risk — Waste • Safety and Health Risk <p>Agricultural Risks:</p> <ul style="list-style-type: none"> • Weather Risk • Pests & Diseases Risk • Agronomy/GAP (Good Agricultural Practices) Risk 	<p>Other Risks:</p> <ul style="list-style-type: none"> • Key Person Risks
Board — Strategic Risk Assessment				

Of the 53 risks, 16 are evaluated on a quantitative basis and represented in the Company’s Group Risk Dashboard (“GRD”), the output of which is presented to the BRC each quarter. This report allows segmental analysis of earnings sensitivity for 12 of the 16 quantifiable risks at platform level, business unit level and at the value chain step level and the remaining four at the Company level.

The Enterprise Risk Scorecard (“ERS”) is the result of an assessment of each of the 53 risks for likelihood of occurrence and impact. Each risk is evaluated for each business unit both on an inherent and residual basis using a traffic-light system of red-amber-green. Inherent risks are the threats that an activity poses in the absence of any mitigating factors in place; residual risks are those that remain after mitigations are considered.

The ERS is also presented to the BRC on a quarterly basis which, in conjunction with the GRD assists the Board with (i) examining the effectiveness of the Company’s risk management plans, systems, processes and procedures and (ii) reviewing Company-wide risk policies, guidelines and limits, as well as risk exposure and risk treatment plans. The Board is responsible for approving the overall risk capital of the Company at the start of the financial year. Risk capital, expressed as a percentage of the equity capital of the Company, refers to the maximum potential loss if all the trading risks across all product-types and geographic regions materialise at the same time.

The Risk Appetite Framework (“**RAF**”) defines levels of tolerance for the main risks assumed by the Company. The RAF was developed taking into account the following factors:

- Trading and Operational Risk — breaches and impact
- Capital and Liquidity — imperatives for balance sheet
- Regulatory Compliance (external) — impact on reputation
- Internal Compliance — controls on environmental, social, governance & other related risks
- Concentration Risks — geographic concentration

Risk categories falling under these five factors are classified on a five-point risk scale from 1 (lowest) to 5 (highest) with defined measures, possible impacts and escalation protocols.

Risk Measurement

The Company continually upgrades its risk measurement methodology in line with industry best practices. The Company focuses on the measurement of quantity, dollar value, diversified VaR and stress testing to determine potential impact of adverse market events on the books. Analysis of return drivers provides a clear attribution of returns against risk and allows an independent flagging of outsized or undesired risk.

The VaR methodology calculates the potential loss arising from the commodity price, credit, counterparty and currency risks to which it is exposed.

Market risk (i.e. commodity price risk and currency risk) VaR is calculated over a one-day time horizon with a 95 per cent. confidence level for each product in the portfolio. Credit and counterparty risk VaR may be computed by applying default rates (based on counterparty ratings) and underlying commodity volatilities as appropriate.

Market Compliance Controls

One of the Company’s key priorities is to comply with the highest standards of business conduct. The Market Compliance Office (“**MCO**”) is responsible for ensuring regulatory compliance for the Company’s derivative trading units. The MCO carries out regular trader training courses to ensure familiarity with prevailing exchange rules globally and ensures that all new hires are comprehensively trained in the Company’s Trading Compliance Manual.

Risk Training and Communication

The Company has laid out risk policies that guide newcomers on the risks they will be required to manage and the risk systems that require timely and accurate reporting. The Risk Office frequently presents to the Company’s most senior management bodies. The purpose of this is to enable the continual reinforcement of the control environment and alignment of risk culture and awareness across the Company. From time to time, the Company’s Risk Office publishes risk advisories on pertinent matters to raise awareness and to promote industry best practices.

The Group's Business Model

The Group's business model is based on four elements which set its future direction:

1. **Defining the opportunity:** The agricultural commodity complex from a Farm Gate production value of U.S.\$6.1 trillion complex is growing at approximately 2.0 to 2.5 per cent. a year. The Group believes that although growth is modest, it is a significant and a very steady and predictable growth opportunity.
2. **New purpose:** The Group has redefined a new purpose for the Company in FY2017 and further refined it to be "Re-imagining Global Agriculture and Food Systems". The Group's new purpose is to support and double the production of food, feed and fibre (crop basis) to feed a growing world population estimated to be between 9.5 billion and 10 billion people by 2050 without destroying the planet and with less resources. It is also to transform the food system to produce more healthy food and reduce food wastage.
3. **Governing objective:** To build and maximise long term intrinsic value for continuing shareholders, by opening up capital spreads between the rate of return and the cost of capital, increasing the rate of profitable growth, and sustaining the growth for as long a period as possible.
4. **Vision and aspiration:** To be the world's most differentiated and most valuable global food and agri-business by 2040.

Over the past 29 years, the Group has developed three key sources of differentiation:

1. **Portfolio strategy**
 - (a) The Group has a uniquely shaped portfolio, having developed a portfolio of speciality agri-products and food ingredients where it has built global leadership positions and is not in direct competition with major peer group companies. These speciality agri-products and food ingredients also serve today's consumer preferences for healthy foods.
 - (b) In some select mainstream bulk commodity categories, such as Grains and Animal Feed, and Edible Oils like palm, the Group has adopted a defensible and differentiated strategy. In the Grains and Animal Feed business, the Group is focused on destination processing, such as wheat milling in West Africa, where it has achieved strong leadership position. The Group is one of the top three largest wheat millers by market share in Nigeria, Ghana and Senegal. It is also one of the largest developers of sustainable palm businesses in Africa.
 - (c) The Group has a well-balanced portfolio with selective integration in the value chain — approximately 25 per cent. of its invested capital is in upstream businesses while approximately 39 per cent. of its invested capital is in midstream processing, with the balance in supply chain operations — to capture value. The current portfolio has 80 per cent. to 85 per cent. of revenues coming from the more recession-resistant food categories, while 15 per cent. to 20 per cent. of revenue is derived from the more recession-sensitive Industrial Raw Materials, Infrastructure and Logistics segment. The Group's portfolio is also well-diversified within each value chain step:

Diversified supply chain presence

The Group is diversified across products, geographies and markets from 16 businesses with operations spread across more than 60 countries. For each product it supplies, the Group is present in its key producing countries around the world which allows it to meet customers' raw material requirements better in terms of quality, quantity and timeliness should any key producing country experience a short crop. In FY 2017, the Group sourced 26.2 per cent. of

volumes from Asia, Australia and Middle East, 12.5 per cent. from Africa, 36.1 per cent. from Europe and 25.2 per cent. from the Americas. The Group's geographical diversification results in it not being over-exposed to any single origin for any given product.

The Group's sales are well diversified across markets and in FY 2017, the Group derived 37.3 per cent. of its sales from Asia, Australia and Middle East, 18.5 per cent. from Africa, 25.8 per cent. from Europe and 18.4 per cent. from the Americas.

Diversified upstream presence

The Group farms 26 crops across multiple countries: it now manages almond orchards in Australia and the U.S. where it also grows walnuts and pistachios; pepper plantations in Vietnam and Brazil; palm and rubber plantations in Gabon; coffee plantations in Laos, Tanzania, Zambia and Brazil; a cocoa plantation in Indonesia; rice farming in Nigeria; grains farming in Russia; dairy farming in Uruguay and Russia; and forestry concessions in the Republic of Congo.

Selective and diversified midstream/downstream presence

The Group has built a configuration of 67 food processing plants across products and geographies, either in Origins or closer to end-user customers. These value-added secondary processing activities include cashew processing in India, Vietnam, Cote d'Ivoire and Mozambique; peanut shelling and peanut paste manufacturing in the U.S.; vegetable ingredients and tomato paste manufacturing in the U.S.; soluble coffee production in Vietnam and Spain; cocoa grinding in Asia, Europe and West Africa; and wheat milling in Nigeria, Ghana, Senegal and Cameroon.

In its downstream packaged foods business in West Africa, the Group focuses on six product categories, of which products are manufactured, branded and marketed to consumers across major West African countries in addition to the key markets in Nigeria and Ghana.

Through selective integration into high value upstream, midstream and downstream segments of the value chain while continuing to build on its core supply chain platform, the Group has developed a uniquely shaped portfolio that provides a meaningful differentiation, which in turn enables it to capture incremental value.

- (d) The Group has a unique Africa footprint and operating capabilities. It has a direct presence in 25 African countries where its supply chains extend from farming, procurement, primary processing, export, to import, secondary processing, as well as packaged foods manufacturing and distribution. The Group has developed an extensive procurement network involving over 2.7 million smallholders and set up 31 major processing sites. It employs over 46,200 full-time employees and seasonal workers.

2. Competitive strategy

- (a) The Group has developed strong relationships with its customers in the Destination Markets, many of which are well-known food multi-nationals. The strength of the Group's market capabilities in these markets is a result of its ability to provide customers with various value-added solutions and services based on key industry trends, such as health and wellness, sustainability and digitalisation — VMI services, grades and quality customisation, traceability guarantees, organic, sustainable and certified products, proprietary market intelligence and tailor-made risk management solutions. The Group believes that it is one of the few industry participants which have combined the market skills of a global trade house and the origination skills of an origin trade house.

- (b) The Group has developed strong origin management skills and has a track record of identifying origination opportunities, setting up and managing procurement and distribution infrastructure and institutionalising field operating systems effectively. With its own farms and a network of more than 4.7 million growers and buying from these growers and village level agents, the Group disintermediates other third parties from the supply chain, thereby gaining direct access to suppliers at the Farm Gate. The Group sources its various products using a common infrastructure and employs field staff who are skilled in dealing with multiple products. In addition, the production bases of many of the Group's products are in developing countries, which require deep knowledge of local working conditions. The Group believes that these characteristics of the Origins present significant barriers to entry for its competitors. Its knowledge of global supply conditions and infrastructure and its understanding of all its Origins provides it with a significant advantage over its competitors at the point of origination in delivering timely, consistent and reliable supplies of products to its customers.
- (c) Given its strong origination capabilities, the Group has developed a distinct sustainability advantage by driving it from source and has become one of the leaders in sustainability in the industry. Based on its new purpose, the Group has refreshed its sustainability framework that aims to deliver three outcomes — prosperous farmers and farming systems, thriving communities and regenerating the living world. It therefore focuses on 10 material areas that will impact the UN Sustainable Development Goals. In April 2018, the Group launched a digitally enabled sustainability initiative AtSource™, a comprehensive sustainable sourcing solution for agricultural raw materials and food ingredients. A digital dashboard provides instant access to rich data, advanced foot-printing and granular traceability. Highly targeted interventions can then improve economic, social and environmental factors in the Group's operations.
- (d) In recent years, the Group has made significant investments in digitalising the Company with several proof of concept digital pilots being scaled up in large Origins. It has developed a number of solutions for different parts of its business across three buckets — Olam Direct; Olam Inside; and Olam Forward. The goal is to digitise the highest value supply chains end-to-end, both to drive cost efficiencies and capture additional value across the supply chain. The Group is also pursuing the creation of an industry leading platform or marketplace that helps connect millions of farmers directly with the Company with fair and transparent price discovery while at the same time source their farm inputs and secure microfinance, insurance, etc. from different vendors and service providers.

3. Organisational advantage

- (a) The Group has built a global leadership and talent pool with deep specialist expertise as well as product, market and origin expertise underpinning its business model:
 - (i) It has developed a professional and experienced management team by consistently attracting high quality professionals to work in the challenging emerging market conditions in which it operates. The Group has more than 1,000 managers in its global talent pool, many of whom have spent a certain minimum number of years working in an origin country. Most of the Group's core management team have had extensive field experience and are therefore adept at managing issues that may arise from operating in emerging markets;
 - (ii) Aligned to its business strategy of prioritising Africa as a key pillar, the Group has created a foundation of talent in the region and a unique set of operating competencies. As of 31 December 2017, about 35 per cent. of its managerial talent is in Africa. Its Country Heads in Africa have deep contextual experience, with an average time spent in businesses in Africa at 13 years per leader; and

- (iii) To support its business diversification into upstream (plantations and farming) and midstream (manufacturing) operations, the Group has built significant expertise in the organisation in these two areas.
- (b) The Group has been building an inspiring and high performing organisation by:
- (i) Developing a satisfied, engaged and inspired talent base: The Group identifies organisational factors and enables leadership to identify their purpose that aligns with the Group's purpose. It is also able to retain its people by enhancing engagement in five areas namely, employer brand, career opportunities, learning and development, rewards and recognition, and collaboration;
 - (ii) Institutionalising 'The Olam Way', the blueprint for success in its business model: This has been the Group's capability for organisational learning, identifying what has worked well and the manner in which it replicates it. Given the fast-paced and diversified nature of its businesses, there is renewed focus on ensuring every action bears the Company's signature practice;
 - (iii) Developing leadership and capability: The Group believes that success is not through business acumen alone but by inspiring a team towards a higher sense of purpose and standards of success. This is combined with concerted efforts in deepening organisational capabilities in the areas of trading, plantations, operational excellence, digital and sustainability. It includes a drive to up-skill nationals in emerging markets through localisation strategies, such as in-house training and mentor programmes, as well as partnerships with national colleges and globally renowned universities; and
 - (iv) Managing performance and rewards: The Group institutionalises a performance management process that is employee centric and future focused to transform the Company, and align it with its strategic goals.
- (c) The Group has a strong, diversified base of long term, well-established and reputable investors: Its ability to attract these investors and raise equity financing has provided it with funds to finance its investments and M&A activities and has also contributed to the Group's ability to obtain narrower spreads on its bank borrowings. The major fund raising activities of the Group were as follows:
- (i) In 2005, the Company raised net proceeds of approximately S\$185 million in its IPO;
 - (ii) In April 2008, the Company raised approximately S\$300 million through a preferential offering of new Shares to existing investors;
 - (iii) On 15 July 2009, the Company raised S\$437.5 million through an issue of new Shares to Breedens and Aranda, both indirect wholly-owned subsidiaries of Temasek Holdings;
 - (iv) In June 2011, the Company carried out the Equity Fund Raising which raised approximately S\$740 million through a private placement of new Shares to institutional and other investors, a pro rata and non-renounceable preferential offering of new Shares to entitled shareholders and the issue of new Shares to Breedens;
 - (v) In January 2013, the Company carried out the Rights Issue which raised approximately U.S.\$697.5 million, and was expected to raise further gross proceeds of U.S.\$500 million if all the Warrants issued during the Rights Issue were exercised. On expiry of the Warrants in January 2018, the Company raised a total of S\$657.3 million;

- (vi) Breedens announced a voluntary conditional cash offer on 14 March 2014 which closed on 23 May 2014. Following the close of the Offer, Temasek Holdings and its subsidiaries and associated companies owned approximately 58.53 per cent. of the Company and the Company became a subsidiary of Temasek Holdings. As at the Latest Practicable Date, Temasek Holdings remains the majority shareholder of the Company with a controlling 53.64 per cent. stake while Mitsubishi holds 17.43 per cent and while KC Group holds 7.03 per cent; and
- (vii) In August 2015, the Company raised additional equity capital by issuing an aggregate of 332.73 million new Shares in a private placement to Mitsubishi, at an issue price of S\$2.75 per Share, as well as a separate secondary shares acquisition from the KC Group. The issue raised gross proceeds of approximately S\$915.0 million, giving Mitsubishi a combined equity stake of 20 per cent. in the Company.

The Group's Businesses

The Group's 16 businesses are categorised into the following five segments:

- Edible Nuts and Spices (formerly Edible Nuts, Spices and Vegetable Ingredients);
- Confectionery and Beverage Ingredients;
- Food Staples and Packaged Foods;
- Industrial Raw Materials, Infrastructure and Logistics (formerly Industrial Raw Materials, Ag Logistics and Infrastructure); and
- Commodity Financial Services.

For the periods included in the table below, the revenue from sale of goods (the “**Turnover**”) contribution for each of the four product groups was as follows:

Product Group	Turnover Contribution (%) for FY 2016	Turnover Contribution (%) for FY 2017
Edible nuts and spices	19.3	17.1
Confectionery and beverage ingredients	37.5	31.0
Food staples and packaged foods	29.7	37.2
Industrial raw materials, infrastructure and logistics	13.5	14.7

For the periods included in the table below, the relative percentage of tonnage handled by the Group in the Origins was as follows:

	Percentage of Tonnage Handled (%) for 12 months ended 31 December, 2016	Percentage of Tonnage Handled (%) for 12 months ended 31 December, 2017
Origins		
Asia, Middle East and Australia	29.4	26.2
Africa	18.6	12.5
Europe	27.4	36.1
Americas	24.7	25.2

The Group either sources directly from the Farm Gate in the Origin Country or in close proximity to the Farm Gate for most of the products that the Group deals in. The products are then passed through the Group's food and agricultural products supply chain and end up in its Destination Markets.

For the periods in the table below, the Turnover contribution by Destination Market was as follows:

	Turnover Contribution (%) for FY 2016	Turnover Contribution (%) for FY 2017
Destination Markets		
Asia, Middle East and Australia	33.1	37.3
Africa	17.7	18.5
Europe	26.6	25.8
Americas	22.6	18.4

Descriptions of the various products, categorised by the above-mentioned five segments, sourced and supplied by the Group are set out below:

Edible Nuts and Spices (formerly Edible Nuts, Spices and Vegetable Ingredients)

The following table sets out the Group's sales revenue and EBITDA in the edible nuts, spices and vegetable ingredients segment for FY 2016 and FY 2017:

	FY 2016	FY 2017
Sales revenue ⁽¹⁾ (S\$ Mn)	3,981.1	4,492.0
EBITDA ⁽¹⁾ (S\$ Mn)	331.8	438.4

(1) Numbers taken from audited financial statements for FY 2016 and FY 2017.

Edible Nuts

Cashews

A leading global player in the industry, the Group is the largest supplier of raw cashew nuts by market share in global trade with an integrated supply chain across most major producing and processing origins. As the world's largest processor of cashews, the Group operates 15 cashew processing and packaging facilities that span five countries across Asia and Africa, including semi-mechanised cashew processing facilities in Côte d'Ivoire, Mozambique, Nigeria, Vietnam and India. In early 2018, the Group acquired 30.0 per cent. interest in Long Son, the second largest cashew processor in Vietnam, to meet customers' growing requirements for supply of sustainable and traceable cashews across all grades.

Almonds

The Group is the largest grower of almonds globally with orchards in Australia and the United States which enable it to provide a year-round fresh supply of high-quality almonds to its customers worldwide. The Group farms 37,000 acres of almond orchards in Australia, and 11,100 acres in the United States.

The Group operates an almond hulling and processing plant in Victoria, Australia with a total processing capacity of 40,000 MT of almond kernels per year. It also recently started operating an almond ingredient processing plant in Vietnam. The Group plans to expand its upstream presence in both countries.

Hazelnuts

The Group entered the hazelnut business through the acquisition of the Progida Group in Turkey in 2011. Progida is a leading manufacturer and supplier of natural and ingredient hazelnut kernels and hazelnut paste to the global confectionery industries and amongst the top two hazelnut exporters from Turkey. In September 2016, it acquired Georgia's largest hazelnut processing facility from Argonuts LLC.

Peanuts

The Group is involved in peanut sourcing and processing operations in the United States and maintains a marketing and distribution presence in all major markets — the European Union, the United States, China, India and Southeast Asia. The Group's processing facilities and capabilities include shelling, blanching and the manufacture of peanut paste and peanut ingredients.

In 2015 the Group acquired MMI, the third largest peanut sheller in the United States. It operates two processing facilities in Georgia with 20 buying points and farmer stock storage assets at multiple locations in the Southeast region of the United States.

In 2016 the Group acquired Brooks Peanut Company, which was the sixth largest peanut sheller in the United States and the largest Alabama-based sheller.

Sesame and other edible nuts

The Group is a leading player in the sesame business with procurement across key markets in Africa and Asia and sesame hulling operations in Nigeria. In 2017, it acquired a sesame hulling and Tahini manufacturing business in Turkey.

In FY 2015, the Group expanded into walnuts and pistachios by acquiring walnut and pistachio orchards in California. To-date, it farms 1,200 acres of pistachios and 300 acres of walnuts orchards. The Group plans to expand its upstream presence in pistachios.

In May 2018, the Group acquired a 100 per cent. interest in Andinas, a Peru-based company involved in the origination, processing, packaging and marketing of quinoa and chia seeds.

Through its marketing offices in the United States, Switzerland, Russia, Turkey, Dubai, India, China, Australia and Singapore, the Group offers a basket of edible nuts to customers and value-added products and services, including the manufacturing and supply of customised grades, product development expertise as well as vendor-managed inventory solutions and proprietary market information and intelligence.

Spices (formerly Spices and Vegetable Ingredients)

The Group is a vertically integrated global producer and supplier of spices, such as dried onions and garlic, black pepper, capsicums and tomatoes. It is the only company in the world with the most diversified product portfolio across spices, capsicums and dried vegetable ingredients in the industry. With over 15 product categories, the Group grows in four countries, sources and operates in 11 countries, manufactures in five countries and sells in more than 65 countries, supplying global, regional, and local targeted customers with natural ingredients for their food applications.

The Group's track record in developing high quality spices started in 2002 as a whole spices supplier. The business was built upon strategic acquisitions of ingredient companies and businesses. The Group acquired the dried and vegetable products business of Gilroy Foods & Flavors from ConAgra in 2010. Other acquisitions include Key Food Ingredients, a Chinese dried garlic producer, VKL, an Indian spice manufacturer, a U.S. tomato processing business and Dehydro Foods, an Egyptian dried onion and herb manufacturer. The Group has in recent years started planting pepper in Vietnam and Brazil as part of its strategy to integrate its supply chains in selected spices.

Going forward, the Group plans to expand the production and origination of key products, such as onions, garlic and tropical spices, in major origins. It also plans to further integrate its supply chains by investing selectively in higher value-added midstream processing operations, including co-manufacturing and packing of ingredients for its customers' brands. In addition, it intends to expand its product range to include other seed spices, herbs, vegetables and blends, grow its e-commerce platform and use innovation to reach out to new market segments.

The Group has created value in the Spices business that extends beyond its leadership position as it has committed long-term investments in building sustainability and clean labelling of its global supply chain. The Group believes that this approach to supply chain management will underpin its continued ability to deliver a high degree of food safety, traceability, sustainability, product integrity and overall value to its customers.

Confectionery and Beverage Ingredients

The following table sets out the Group's sales revenue and EBITDA in the confectionery and beverage ingredients segment for FY 2016 and FY 2017:

	<u>FY 2016</u>	<u>FY 2017</u>
Sales revenue ⁽¹⁾ (S\$ Mn)	7,711.0	8,136.8
EBITDA ⁽¹⁾ (S\$ Mn)	407.3	327.7

(1) Numbers taken from audited financial statements for FY 2016 and FY 2017.

Cocoa

The Group is one of the world's leading suppliers of cocoa beans and cocoa ingredients, which includes cocoa powders, cocoa masses and cocoa butters. It is the largest originator of cocoa beans, as well as one of the top three integrated suppliers of cocoa beans and cocoa ingredients in the global trade.

The Group has an extensive primary procurement network in all major cocoa-growing countries across Africa, Asia and South America, and is one of the world's most diversified sourcing companies for cocoa. In 1998, the Group became the first international company to be granted approval by the Ghana Cocoa Board to operate as a Licensed Buying Company and has maintained a leading position thereafter. The Group is also a leading exporter in Côte d'Ivoire, Ecuador, Brazil, Nigeria, Indonesia and Cameroon and has good market shares in countries as diverse as Uganda, Tanzania and Papua New Guinea.

The Group has processing, refining and milling presence in the main cocoa producing countries, as well as in, or adjacent to, primary consumption markets in Europe, USA, Brazil and Asia. Its brand portfolio is spearheaded by the premium deZaan label, with its heritage of more than 100 years of excellence, as well as African origin brand Unicao, South American origin brand Joanes, the well-established Macao cocoa powders and Britannia speciality fats brands, and the recently launched Huysman cocoa powders brand.

To further integrate into the cocoa value chain, in 2013 the Group acquired a 95.0 per cent. stake in Indonesian plantation company PT Sumber Daya Wahana.

In 2015, the Group acquired ADM Cocoa combining its Cocoa business with ADM Cocoa to form Olam Cocoa, an expanded Cocoa business that combines the Group's unique and unparalleled strengths in Origins with a global market presence that is supported by research, information, analysis and futures market expertise. It allows the Group to provide customers with greater benefits — from origin sourcing, sales and trading, market intelligence and research, risk management, value-added processing and supply chain solutions, to sustainability, research and development and product innovation. The acquisition was in line with the Group's strategy to invest and transform the Cocoa platform. The combined business deals with over 2,700 cocoa experts based in 11 producing countries, seven usines, 10 midstream processing facilities, six cocoa innovation centres, 20 marketing offices and more than 200 warehouses.

On 26 February 2019, the Group announced the acquisition of an 85.0 per cent. equity interest in YTS which owns 100.0 per cent. of Indonesia's largest cocoa processor PT Bumitangerang Mesindotama (BT Cocoa), from its founding members, Piter Jasman and family, who will continue to hold the remaining 15 per cent. interest. The transaction is part of the new 2019 — 2024 Strategic Plan to grow the Group's cocoa ingredients business by expanding its platform in Asia and enhancing its product offering in the region.

As Olam Cocoa has been identified as one of the 12 strong businesses for further investments, the Group will continue to grow and position the business as the most integrated cocoa ingredients company providing solutions and innovations to customers worldwide.

Coffee

The Group is one of the top three largest suppliers of coffee by market share in global trade. It has a strong presence in most of the large coffee-producing regions across Africa, Asia and South America, and is well-supported by an extensive network of marketing offices across key coffee consuming countries.

The Group has developed competencies in the coffee business arising from its origination network in the key producing countries where its on-the-ground presence provides valuable market intelligence and proprietary origin information, which not only helps support its marketing and trading decisions, but also serves as a value-added service to customers. The Group also has the ability to assess the true values of coffee at origin, based on its quality systems, cupping facilities and trained quality and cupping personnel.

The Group's investment in processing operations in the Origins and quality control systems allows it to offer special grades of coffee tailored to customer specifications. Combined with the Group's logistics strengths in the Origins and Destination Markets, including its ability to hold stocks close to its customers, the Group is able to provide a high level of service to both large and small coffee roasters.

Over the last six to eight years, the Group has expanded from being a pure supply chain manager to having significant investments in plantations and soluble coffee. As part of the strategy to selectively integrate along the value chain and cater to the rising demand for soluble coffee in Asia and Central/Eastern Europe, the Group set up a greenfield soluble coffee facility in Vietnam in 2007 and acquired Seda Solubles in Spain in 2012. Since then, facilities in both locations have undergone expansion to cater to growing demand. The Group intends to further expand its soluble coffee business.

The Group's coffee plantation footprint today spreads across all three coffee producing continents, with coffee estates in Brazil, Zambia, Tanzania and Laos, producing high-grown Arabica coffees for specialty clients on a traceable and sustainable basis.

Within its core supply chain operations, the Group has created a specialty coffee division that capitalises on its procurement and marketing expertise to help roasters find exceptional, certified coffees. This establishes a growing fit between its upstream presence and the specialty coffee marketing. In 2016, it acquired Schluter, the Switzerland-based East African coffee specialist, which operates milling facilities in the Democratic Republic of Congo and Burundi. Schluter represents the Group's specialty coffee arm in Europe.

Food Staples and Packaged Foods

The following table sets out the Group's sales revenue and EBITDA in the food staples and packaged foods segment for FY 2016 and FY 2017:

	FY 2016	FY 2017
Sales revenue ⁽¹⁾ (S\$ Mn)	6,110.8	9,767.1
EBITDA ⁽¹⁾ (S\$ Mn)	330.2	359.7

(1) Numbers taken from audited financial statements for FY 2016 and FY 2017.

Rice

The Group is a leading originator, distributor and merchant of rice globally and is amongst the top two suppliers by market share in global trade. It participates in the complete value chain from farming, milling, exports, shipping and logistics management through to branding, marketing and distribution.

The Group is one of the leading buyers of rice from key producing countries in Asia and the Americas from where it exports, and distributes the rice in Africa using its networks in sales, distributors and warehousing facilities that it has established in the destination markets. It has developed several recognised brands in Ghana, Nigeria, Cameroon and Mozambique that cater to the diverse markets within Africa. The Group plans to expand its Asia origination and Africa distribution of its branded and packaged rice.

The Group has made selective rice processing investments in countries where it believes it can extract greater value directly from the value chain compared to third-party sourcing. In Thailand, it operates an aggregation, polishing, sorting, upgrading and packing facility that allows it to ship rice in bulk and in one-tonne bags.

To manage port logistics at both ends of the value chain and secure efficiencies of scale, the Group uses voyage and period charters to ship its rice. It has also developed in-house expertise in shipping and logistics management, using innovative hedging tools to effectively manage freight market volatility.

To selectively integrate in the value chain by participating in attractive and higher margin profit pools in upstream farming, the Group has invested in a 12,500 hectare greenfield fully integrated, mechanised and

irrigated paddy farming and rice milling facility in Nigeria. In 2013, The Rockefeller Foundation highlighted the rice farm as a “catalytic innovation in African agriculture”.

The Group is a founding and existing board member of the Sustainable Rice Platform co-convened by the United Nations Environment Programme and the International Rice Research Institute. Olam has sustainability operations in five rice growing countries to improve the livelihood of the farming community as well as to reduce the greenhouse gas footprint of rice.

Sugar

The Group has milling and refining operations in India and Indonesia respectively — a midstream segment that the Group entered through acquisitions between 2007 and 2011.

In December 2017, the Group sold its 50 per cent. stake in the Company’s wholly-owned subsidiary Far East Agri (“**Far East**”), which operates PT DUS, the sugar refining company in Indonesia. This sale was made to Mitr Phol, the world’s fourth largest and Asia’s largest sugar producer, for U.S.\$100 million.

In January 2019, the Group announced that it has ceased sugar trading operations and will de-prioritise sugar by divesting the business and its assets over the next six years. The Group was previously involved in the sales and distribution of sugar in Asia, Middle East and South America.

Dairy

From its first consignment of milk powders into Algeria in 2004, the Group has since developed a dairy business with extensive operations across more than 20 countries worldwide. Today, it is among the top five global traders of dairy products and ingredients in the world, with extensive import and distribution operations in China, Brazil, Russia and Nigeria.

Consistent with the Group’s growth strategy to expand its procurement reach into key dairy origins of Oceania and participate in the major trade flows, the Group became the second largest shareholder of Open Country Dairy (“**OCD**”) in New Zealand in 2008. Following the partial takeover offer by Talley’s Group Limited in May 2014, the Group now has a 15.19 per cent. residual stake in OCD and maintains product offtake arrangements with the dairy processor.

The Group participates directly in the upstream dairy farming business in Uruguay through its acquisition of New Zealand Farming Systems Uruguay (“**NZFSU**”). In 2014/15, as part of the strategic plan to unlock value and optimise the balance sheet, the Group sold part of its dairy farm land and restructured the dairy farming operations in Uruguay. NZFSU today manages 36 dairy farms with approximately 70,000 cows. A portion of the milk produced on farms is converted into high quality dairy ingredients at a third party manufacturing facility in Uruguay.

The Group is also involved in upstream dairy farming in Russia through its acquisition of a 75 per cent. interest in RUSMOLCO, a dairy and grains company in Russia. RUSMOLCO operates its farms in the Penza region with 13,500 cows, producing milk for the local market. RUSMOLCO also grows grains on 76,000 hectares of land for feed to support the herd, operates a seed plant to produce high quality seeds for its own use and for sales to third parties, and owns and operates a large elevator to handle grains for captive use and for third parties. Now with 93.0 per cent. interest in RUSMOLCO, the Group plans to expand its dairy farming operations to meet the growing demand in the milk supply deficit country.

The Group also owns and operates a manufacturing facility in Malaysia that produces enriched milk powder and functional dairy blends. It intends to grow its midstream processing footprint to become a high quality dairy ingredients company.

Grains & Animal Feed

The Group's grains and animal feed business is focused on building a configuration of destination processing assets in wheat milling and animal feed production in Africa and a global footprint in grains trading and bulk ocean freight business.

Starting with the acquisition of Crown Flour Mill ("CFM") in Nigeria in January 2010, the Group has built a suite of strategically well-located wheat milling assets in Nigeria, Ghana, Senegal and Cameroon. With its acquisition of Amber Foods in Nigeria in 2016, the Group has a total wheat milling capability of over 2 million MT per annum.

In 2016, the Group invested U.S.\$150.0 million to set up Nigeria's largest integrated animal feed and fish feed mills, poultry breeding farm and hatchery which was commissioned in September 2017.

Adopting an asset light approach, the Group originates, markets and distributes grains through a network of marketing offices in Singapore, Dubai, Geneva, Sao Paulo, Rotterdam, Moscow, Kiev, Melbourne, U.S. and Durban into markets in Africa, Middle East, Europe, Asia, China and U.S.. In its bulk ocean freight business, the Group selectively invests in vessels or enters into long term charters mainly for handling and risk management of its own captive requirements as well as for third party volumes.

Edible Oils

The first phase of the Group's Edible Oils strategy implementation centred around the development of sustainable oil palm plantations and milling operations in Africa.

In 2010, the Group formed a joint venture — Olam Palm Gabon ("OPG") — with the RoG to develop 50,000 hectares of RSPO certified oil palm plantations in Gabon. RoG holds 40 per cent. equity ownership in OPG with the balance of 60 per cent. held by the Group.

In 2016, OPG acquired palm oil assets in Gabon from the SIAT Group, including palm plantations, milling and refining facilities, a soap plant and associated infrastructure. It has since revamped the refinery and increased refining and soap capacity to meet Gabon's annual demand for edible oil and basic soap.

OPG is today the largest certified palm producer in Africa with 55,385 hectares under production, including two mills and a kernel crushing plant, that are RSPO certified in Gabon. It is on track to achieve full RSPO certification for all its plantations in Gabon by 2021.

The Group's palm oil supply chain originates from OPG's plantations in Gabon as well as third-party suppliers in Indonesia and Malaysia. It has made significant progress in its commitment towards traceable and sustainable supply chains involving third-party suppliers. In 2018, the Group achieved 100 per cent. traceability to mill for all its direct suppliers. It continues to work with these suppliers to develop a more transparent and traceable supply chain and work towards protecting forests and improving labour practices.

Concurrent with its upstream developments, the Group leverages its food distribution channels to build up capabilities in the midstream refining and processing segments of the value chain to address the local and regional markets. In 2016, the Group set up a greenfield refinery and port-based tank farm in Beira, Mozambique and acquired partial and then 100 per cent. equity stake in Acacia Investments which owns a refinery and soap complex in Maputo, Mozambique. Since then the Maputo facility has been upgraded with new filling and packing lines as well as a pipeline connecting the tanks directly to the port. The tank farm in Beira has been expanded and a new soap plant has been added to the refinery. The Group will continue to invest selectively in midstream refining businesses in Africa to cater to increasing production coming from its Gabon plantations.

Along with developing and strengthening its integrated palm oil supply chain, the Group has also developed a wider edible oils sourcing and supply capability in soft oils, thereby offering a full portfolio to customers.

Packaged Foods

The Group launched a packaged foods business (“**Packaged Foods Business**”) to leverage its distribution franchise and network across Africa. The Group is focused on building its own consumer brands in the food category, which capitalises on its supply chain strengths as well as existing knowledge of African markets and operations, brands and consumers.

In 2013, the Group entered into a joint venture with Sanyo Foods Co. Ltd of Japan (“**Sanyo Foods**”) to manufacture and distribute instant noodles in Nigeria and across sub-Saharan Africa. In 2015, the Group expanded its relationship with Sanyo Foods which involved the sale of a 25.0 per cent. stake in its overall Packaged Foods business to Sanyo Foods for a price consideration of U.S.\$187.5 million based on an initial enterprise value of U.S.\$750.0 million for the business.

The Packaged Foods Business is now present in six categories with 10 key brands marketed to major West African markets. It is one of the top two manufacturers of tomato paste, seasonings, biscuits, candies and drinking yoghurt in Nigeria. In Ghana, it is the number one biscuit and number two tomato paste producer. The Group plans to expand its operations into adjacent markets in West Africa.

Industrial Raw Materials, Infrastructure and Logistics (formerly Industrial Raw Materials, Ag Logistics and Infrastructure)

The following table sets out the Group’s sales revenue and EBITDA in the industrial raw materials, Ag logistics and infrastructure segment for FY 2016 and FY 2017:

	FY 2016	FY 2017
Sales revenue ⁽¹⁾ (S\$ Mn)	2,784.2	3,876.6
EBITDA ⁽¹⁾ (S\$ Mn)	135.2	197.3

(1) Numbers taken from audited financial statements for FY 2016 and FY 2017.

Cotton

The Group is one of the top two cotton merchants by market share in global trade, supplying all cotton growths to the world’s textile markets. Its global supply network of over 100,000 farmers, ginners and suppliers is matched by an established and diversified customer base across all major markets. It sources cotton from all four major growing continents — Africa, Asia, the Americas and Australia — with ginning operations in six countries as well as long-standing relationships with cotton marketing boards and ginners across all cotton producing countries.

Following the acquisition of Australia’s Queensland Cotton in 2007, the Group became the largest private ginner in the world. In Australia, it partners with cotton farmers to ensure throughput volumes for its gins and with land owners to lease and operate cotton farms. In the U.S., the Group has a well-diversified presence across the four cotton-growing regions and merchandises the entire range of U.S. quality grades. In Brazil it has long standing relationships with growers and a significant share in export and domestic markets. In China and India, it has established an extensive network covering major growing regions and textiles mill customers.

The Group has a leadership position in several African countries and engages directly with smallholder farmers through its integrated ginning and contract farming operations located in Cote d’Ivoire and

Mozambique where it engages small farmers to grow cotton. By providing agronomy support, agri-inputs and training, it supports farmers in improving yield and building capacity for area expansion. This has helped in building scale and higher throughput for its gins while positively impacting farmer livelihoods.

The Group's central marketing office in Singapore and regional marketing offices in China, India, Turkey, Vietnam and the U.S. are close to major destination markets, including Bangladesh and Indonesia. The Group owns and operates warehouses in the U.S., Australia and Côte d'Ivoire, enabling it to meet customer requirements of timely shipment and up-to-date information.

Wood Products

The Group participates in selected trade flows from the Republic of Congo and Southeast Asia, specialising in responsibly-sourced tropical timber for multiple usage including furniture and construction. Its principal activities include responsible harvesting of natural forests, third-party sourcing, industrial processing, logistics and marketing of round logs and lumber in various forms.

The Group processes and exports logs, value-added lumber and wood products with a focus on Forest Stewardship Council® (“FSC®”) certified products from its own forestry concessions in the Republic of Congo (Brazzaville). The concessions are managed by its wholly owned subsidiary Congolaise Industrielle des Bois (“CIB”), a pioneer in Responsible and Sustainable Forestry Management in the Congo Basin. CIB manages about 2 million hectares of forest concessions of which about 1.3 million hectares are FSC® certified — the largest area of FSC®-certified tropical hardwood concession in the Congo Basin. The most recent concession of 0.7 million hectares leased from the Republic of Congo is FSC® Controlled Wood certified.

The Group engages third-party independent forest certification schemes and delivers certified and labelled products to customers who demand such products.

The Group's wood products are sold across Europe, United States and Asia, which together account for 80 per cent. of global wood consumption.

In January 2019, following a strategic review of its portfolio, the Group announced that it will de-prioritise Wood Products by divesting the business and its assets in an orderly and responsible manner over the next six years.

Rubber

One of the key thrusts of the Group's strategy in rubber was to selectively invest and develop upstream plantations in cost-competitive locations, such as Africa. In 2012, the Group entered into a public private partnership — Olam Rubber Gabon (“ORG”) — with the RoG to develop greenfield sustainable rubber plantations in Gabon. RoG has a 40 per cent. equity ownership in the joint venture with the balance of 60 per cent. owned by the Group. ORG has completed planting 10,860 hectares of rubber.

The Group also acquired a 100 per cent. stake in Société Agro Industrielle de la Comoe (“SAIC”), a crumb rubber processor with a rated capacity of 47,500 metric tonnes of natural rubber per annum, based in Côte d'Ivoire, which is the largest exporting country of natural rubber in Africa. SAIC sources latex directly from plantations owned by smallholders and cooperatives and processes it into crumb rubber for exports to U.S., European and Asian customers.

Supporting its upstream and processing activities is a core supply chain network that the Group has been building in Southeast Asia and West Africa with sourcing offices in Indonesia, Malaysia, Vietnam and West Africa, and a direct sales presence in China, India, Europe and Singapore.

In January 2019, following a strategic review of its portfolio, the Group announced that it will de-prioritise rubber by divesting the business and its assets in an orderly and responsible manner over the next six years.

Fertiliser

The Group started the fertiliser business in 2011 based on its existing presence in key fertiliser end-markets and strong relationships with growers and suppliers, combined with access to large state-owned commodity boards, who are single point purchasers of key agri-inputs; and a captive market from its own upstream operations.

The Group has since established a global fertiliser supply chain business across nine countries and successfully handled various orders for mainstream and specialised fertilisers ranging from small containers to large-size bulk cargoes.

To meet the long-term supply requirements, the Group entered into an 80:20 joint venture with the RoG in 2011 to construct a 1.3 million MT granular urea plant in Gabon using natural gas as feed stock.

In January 2019, following a strategic review of its portfolio, the Group announced that it will de-prioritise Fertiliser by divesting the business and its assets in an orderly and responsible manner over the next six years. The Group is currently in talks with potential strategic partners to co-share and de-consolidate its investment in the Gabon fertiliser project.

Infrastructure and Logistics (formerly Agricultural Logistics and Infrastructure)

The Group has invested in the development of a special economic zone and other infrastructure and logistics projects in Gabon in partnership with the RoG and the Africa Finance Corporation (“AFC”). It holds a 40.5 per cent. interest in the Gabon Special Economic Zone joint venture company (“GSEZ”) while RoG and AFC hold 38.5 per cent. and 21.0 per cent. respectively in GSEZ. GSEZ is involved in the development of the following projects:

- GSEZ Special Economic Zone: A 1,126-hectare multi-industry special economic zone in Nkok with 60 operational units and 26 under construction. It includes a wood products cluster where GSEZ is involved in the procurement, logistics and marketing of wood products to third parties for local processing;
- GSEZ Mineral Port: A 45-hectare mineral port undertaken in a 75:25 partnership with Meridiam, an international public infrastructure investment fund. The port was commissioned in January 2017;
- GSEZ New Owendo International Port (“GSEZ NOIP”): An 18-hectare general cargo terminal in Owendo, where the GSEZ subsidiary, GSEZ NOIP, handles the general cargo, solid and liquid bulk and provides logistics services, while STCG, a subsidiary of global logistics player Bolloré Group, operates the container activities under a strategic partnership agreement. The port started operations in June 2017;
- GSEZ Infras: A rural electrification project of 483 kilometre high-voltage and 180 kilometre low-voltage distribution network to connect rural areas to the national grid; and
- GSEZ Airport: A new international airport project in Libreville which it will design, finance, build and operate under a 50-year concession. GSEZ Airport also manages the current airport in Libreville.

The Group plans to leverage its infrastructure and logistics expertise and expand into other markets in Africa through public-private partnerships that include conception, financing, construction and management of assets.

Commodity Financial Services

The following table sets out the Group's sales revenue and EBITDA in the Commodity Financial Services segment for FY 2016 and FY 2017:

	<u>FY 2016</u>	<u>FY 2017</u>
Sales revenue ⁽¹⁾ (S\$ Mn)	—	—
EBITDA ⁽¹⁾ (S\$ Mn)	(1.6)	4.9

(1) Numbers taken from audited financial statements for FY 2016 and FY 2017.

Funds Management

The Group's Funds Management business is conducted under the name of Invenio Asset Management Pte Ltd ("INVENIO"). INVENIO combines insights in commodity markets and quantitative research capabilities to build proprietary trading strategies. The proprietary trading strategies cover several themes such as trend, term structure, mean reversion, risk parity, quanta mental and value investing to capture a range of market opportunities across the globe. INVENIO currently runs various investment programmes trading multi-asset portfolios in more than 13 exchanges worldwide. INVENIO currently manages the internal capital of the Group.

Part of the Funds Management business which engaged in market-making, volatility trading and futures trading on a discretionary basis was discontinued in 2018.

Risk Management Solutions and Trade & Structured Finance

Risk Management Solutions ("RMS") are customised hedging solutions in the agricultural commodity space while Trade & Structured Finance ("TSF") are solutions that generate incremental yield by utilising the Group's underlying agri-business trade flows.

From 2019, RMS and TSF have been classified as embedded services for the businesses, as they complement and strengthen the services that the Group's supply chain businesses provide to its customers.

Customers

The Group has a diversified customer base of over 22,000 customers, which include multi-national food companies, textile manufacturers, wood and furniture component industries, importers and distributors of products in the Destination Markets. Its diversified customer base is derived from its global capabilities of a broad selection of agricultural products and food ingredients.

The number of customers increased from approximately 3,346 in FY 2005 to 22,000 in FY 2017. The Group has had no single customer accounting for more than 10 per cent. of its turnover for the three financial years between FY 2015 and FY 2017. The top 25 customers accounted for 17.0 per cent., 13.0 per cent. and 15.1 per cent. of the Group's revenue for these years respectively.

The Group's customers include some of the world's largest packaged food multi-national companies, including Barry Callebaut, ConAgra Foods, Kraft Heinz, Unilever, Nestlé, Mondelez, General Mills, Kellogg Company, PepsiCo, Blommer Chocolate and Jacobs Douwe Egberts.

Competition

The Group competes with diverse players at different stages of the supply chain. The intensity and nature of competition depend on the degree of its supply chain participation for each product. In most cases such

competition is fragmented. The number of participants in a supply chain depends on how sophisticated, organised and regulated a particular product market is.

The key types of competition are in the areas of:

- export-oriented competition (origin trade houses, farmers/producers, global trade houses and importers); and
- imports, processing and distribution-oriented competition (global trade houses, processors and importers).

2019 — 2024 Strategic Plan

The 2019 — 2024 Strategic Plan announced in January 2019 is intended to place greater emphasis on the Group's strengths and capitalise on new opportunities — a pivotal moment as the Group redefines its new purpose as “Re-imagining Global Agriculture and Food Systems” and transitions from the current “Olam Way” or “Olam 1.0” to “Olam 2.0” to meet evolving consumer preferences, after spending the past nearly 30 years honing its existing business model.

The Group has identified four key trends and opportunities underpinning the food and agri-sector which has influenced the Group's strategies. Driven by consumers and advances in technology, these trends include increasing demand for healthier foods, traceable and sustainable sourcing, e-commerce and the rise of “purpose” brands:

1. “Right-for-me”: This trend refers to the consumption of healthy, high nutritional value food, customisation of diets, premiumisation, authenticity and the use of natural ingredients. These include natural, organic, local ingredients, clean labels and the slow-food movement. Premiumisation refers to the phenomena where consumers prioritise spending on food (or things) that matter most to them, while cutting back on other expenditure, with greater emphasis on quality as well as functional ingredients. Suppliers can capture value and secure pricing premiums by differentiating their offerings with value-added solutions that reflect these important consumer behaviours. This has led to the emergence of new cool, chic niche brands which are perceived to be able to meet these needs;
2. “Right-for-the-planet”, “Right-for-the-producer”: This trend refers to the consumption of food that is friendly to the environment, ethically sourced and sustainably produced. In recent years, there has been a growing interest in the footprint of all the food, food ingredients and feed ingredients that are supplied to customers and increasingly, consumers are seeking assurance and certification of the supply chain and the supply chain visibility, provenance and traceability that establishes a clear and direct link to the producer;
3. “How I live and consume”: This trend refers to the growing consumption of food (or things) outside of the home and on-the-go, omni-channel purchasing instead of purchasing in shops, the impact of mobile connectivity on consumer behaviours and food choices being made through social media recommendations; and
4. “How it's produced”: This trend refers to how food, feed and fibre are produced, such as through the use of advance robotics, drones, unmanned vehicles, big data and analytics, precision agriculture and digital engagement and investments in automation and technology. For example, the Group has Internet of Things (“IoT”) sensors on its almond trees to monitor stress levels so that it can respond and improve water usage efficiencies by irrigating as required at precise timings with a precise quantity of water. Wingspan drones are also used to map its farms and plantations and aid exact intervention in disease infestations and nutritional deficiency issues. In its factories, IoT sensors are used in predictable preventive maintenance.

Based on these four trends, the Group has developed four strategic pathways for growth:

1. Strengthen, streamline and focus the business portfolio:

- (a) Planned investment of U.S.\$3.5 billion (including U.S.\$1 billion maintenance capital expenditure) in 12 prioritised high potential growth, proven businesses — Edible Nuts, Cocoa, Grains and Animal Feed, Coffee, Cotton, Spices, Edible Oils, Infrastructure and Logistics, Dairy, Rice, Packaged Foods and Commodity Financial Services. The business unit strategy for each of the 12 businesses are outlined below; and



- (b) Release of U.S.\$1.6 billion by de-prioritising and divesting four businesses — Sugar, Rubber, Wood Products, Fertiliser — and other non-core businesses and assets that no longer align with the Group’s strategic priorities. The divestments will be completed in a responsible and orderly manner during this plan period.

2. Drive margin improvement by enhancing cost competitiveness and optimising capital efficiency and productivity.
3. Generate additional revenue streams by offering differentiated products/services such as AtSource™, risk management solutions, value-added services, ingredients and product innovation; and from both existing and new channels such as co-manufacturing, the food service sector and e-commerce for small and medium-sized customers.
4. Explore partnerships and investments in new engines for growth by assessing opportunities to deliver to the consumers and farmers of tomorrow.

The Group has identified four enablers to execute these strategic pathways:

1. Achieve operational excellence through tracking metrics that matter, digital dashboards and performance scorecards, execution discipline and continuous improvement;
2. Continue to keep sustainability at the heart of the business and re-generate food and farming landscapes while capitalising on changing consumer preferences (“right-for-me”, “right-for-the-planet”, “right-for-the-producer” trends);
3. Lead the industry’s digital transformation and disruption by identifying, validating and deploying initiatives to capture and create value; and
4. Attract, retain and inspire top talent by embedding the Group’s purpose and investing in people development programmes.

The Group has set out four financial goals to be met at the end of the 2019 — 2024 Strategic Plan:

1. A minimum Return on Equity of 12 per cent. from 2021 onwards;
2. Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) to Invested Capital ratio of at least 13 per cent. from 2021 onwards;
3. Positive Free Cash Flow to Equity from 2020 onwards; and
4. Net Debt to Equity ratio not exceeding 2.0 times throughout the six-year period.

Trade Licences and Government Regulations

In all normal contracts for supply of agricultural products and food ingredients, there are no material regulations/certifications which need to be complied with. The Group generally enters into contracts in the ordinary course of business, which do not require any certification and are not subject to any regulation by a certifying body.

The Group requires some licences (which are issued by the relevant authorities in the various jurisdictions in which it conducts its business), including licences and permits for upstream, supply chain imports/exports and midstream processing activities. The Group intends to renew or procure the renewal of all expiring licences which are required for its day-to-day operations and the Group is not aware of any matter that would affect the renewal of such licences.

Intellectual Property

The Group relies on a combination of trademark, service mark and domain name regulation, copyright protection and contractual restrictions to protect its brand names and logos, marketing designs and internet domain names.

Properties and Fixed Assets

The Group owns and operates facilities across numerous countries. As at 31 December 2016 and 31 December 2017, the net carrying value of its property, plant and equipment was S\$5,367.0 million and S\$5,625.8 million respectively.

The rental (operating lease) expenses of the Group (principally for land, offices, warehouses, employees’ residence and vessels) were S\$117.9 million for FY 2016 and S\$162.9 million for FY 2017.

Research and Development

The Group carries out research and development activities in the areas of market research, crop and agricultural seed research, weather analysis, product innovation and quality research. It also looks out for and uses, where applicable, suitable new information technology applications for its businesses and operations.

Insurance

Being a global food and agri-business, the Company maintains various property and liability insurance policies to protect its assets and exposures in countries where it operates.

The Company's insurances are placed with security rated Lloyd's syndicates, commercial underwriters and Olam Insurance Limited, the captive insurance company and a subsidiary of the Company, incorporated in the Isle of Man and managed by Willis Towers Watson. Placement of insurance covers is handled principally by Willis Towers Watson, Jardine Lloyd Thompson and Lloyd and Partners Limited who are Lloyd's brokers.

In addition, employee related types of insurance policies are purchased to enhance the welfare of employees across the globe.

Safety, Health and Environment Regulation

The Group is subject to extensive, evolving and increasingly stringent safety, health and environmental laws and regulations governing its processes and facilities. Such laws and regulations address, among other things, air emissions, waste water discharges, the generation, handling, storage, transportation, treatment and disposal of chemicals, materials and waste, workplace conditions and employee exposure to hazardous substances. The Group has incurred, and expects to continue to incur, operating costs to comply with such laws and regulations. In addition, the Group has made and expects to continue to make capital expenditures on an ongoing basis to comply with safety, health and environmental laws and regulations. While the Group believes it is in compliance in all material respects with all applicable safety, health and environmental laws and regulations, the Group may be required to incur costs to remedy the damage caused by any non-compliance.

Employees and Employee Relations

The Group believes that its employees are one of the key contributors to the success of its business. To achieve this, the Group focuses on hiring and retaining the best talent in the industry. The Group has established human resource processes that are necessary to maximise the performance of its employees. Its work force consists of full time, permanent employees as well as consultants, seasonal and temporary workers who are engaged by the Group on a contractual basis.

The Group conducts periodic reviews of its employees' job performance and determines salaries and discretionary bonuses based upon those reviews. In addition, the Group offers internal training programmes tailored to different job requirements in order to enhance the employees' talent and skills. The Group believes that it maintains a good working relationship with its employees and has not experienced any significant strikes, lockouts or other labour disputes.

Litigation

The Group is not engaged in any material litigation or arbitration proceedings, and no material litigation or claim is known by the Group to be pending or threatened against it.

DIRECTORS AND MANAGEMENT

Directors and Management

The Board of Directors of the Company are responsible for setting the strategic direction of the Group and the governance of it. The day-to-day operations are entrusted to the Group Chief Executive Officer (“GCEO”) and Group Chief Operating Officer (“GCOO”) of the Group along with a team of senior executives who are responsible for the different functions and businesses of the Group.

Board of Directors

The name and position of each of the Directors are set out below:

Name	Position
Lim Ah Doo	Non-Executive and Independent Director and Chairman
Jean-Paul Pinard	Non-Executive and Independent Director
Sanjiv Misra	Non-Executive and Independent Director
Nihal Vijaya Devadas Kaviratne, CBE	Non-Executive and Independent Director
Yap Chee Keong	Non-Executive and Independent Director
Marie Elaine Teo	Non-Executive and Independent Director
Yutaka Kyoya	Non-Executive Director
Kazuo Ito	Non-Executive Director
Sunny George Verghese	Executive Director, Co-Founder and Group CEO
Shekhar Anantharaman	Executive Director and Group Chief Operating Officer

The business experience of the Board is as follows:

Lim Ah Doo

Chairman and Non-Executive and Independent Director

Mr. Lim Ah Doo was appointed to the Board as a Non-Executive and Independent Director and Chairman-designate on 1 November 2016, and succeeded as Chairman on 1 January 2017. He chairs the Company’s Human Resource and Compensation Committee, Governance and Nomination Committee and the Council of Chairs and is a member of the Capital and Investment Committee. Mr. Lim had an 18-year banking career at Morgan Grenfell, which included being the Chairman of Morgan Grenfell (Asia) Limited from 1993 to 1995. He also chaired the Singapore Investment Banking Association in 1994. Between 2003 and 2008, he was President and then Vice Chairman of the RGE Group, a global resource group. Mr. Lim previously chaired the Board of Singapore Technologies Marine Ltd, a subsidiary of the main-board listed Singapore Technologies Engineering Ltd and was the Lead Independent Director and Audit Committee Chairman of ARA-CWT Management (Cache) Limited (trustee manager of Cache Logistics Trust). He was also formerly an Independent Director at EDB Investments and an Independent Commissioner and Chairman of the Audit Committee of PT Indosat (Indonesia).

Mr. Lim is currently a Non-Executive and Independent Director and Audit Committee Member of Singapore Technologies Engineering Ltd. He is the Independent Director and Audit Committee Chairman of GP Industries Ltd, and a Non-Executive and Independent Director and Audit Committee Chairman of GDS Holdings Limited, STT GDC Pte Ltd and U Mobile Sdn Bhd. Mr. Lim is also a Commissioner to the High-Level Commission on Carbon Pricing and Competitiveness established by World Bank Group.

Jean-Paul Pinard

Non-Executive and Independent Director

Mr. Jean-Paul Pinard is a Non-Executive and Independent Director and was appointed to the Board in 2008. He has since chair the Company's Corporate Responsibility and Sustainability Committee and is a member of the Human Resource and Compensation Committee and the Council of Chairs. Mr. Jean-Paul spent 17 years with the International Finance Corporation, Washington, DC ("IFC"), becoming the Director of its Agribusiness division, responsible for managing IFC's global investment portfolio in agri-business and food sectors. He is currently Non-Executive Director of Hero Future Energies Global Limited (UK) and was previously a director at Yantai Changyu Pioneer Wine Company Limited and a Member of the Supervisory Board of Zalagh Holding. He holds a PhD in Economics from the University of California and a Diplome d'Ingenieur from the Ecole Polytechnique, Paris.

Sanjiv Misra

Non-Executive and Independent Director

Mr. Sanjiv Misra is a Non-Executive and Independent Director and was appointed to the Board in 2013. He chairs the Company's Capital and Investment Committee and is a member of the Risk and Human Resource and Compensation Committees and the Council of Chairs. He is currently the Chairman of the Asia Pacific Advisory Board for Apollo Global Management, the global private equity and alternative asset management firm. He is also President and Director of Phoenix Advisers Pte Ltd, a boutique consulting and principal investing firm. Mr. Misra is the lead Independent and Non-Executive Director of OUE Hospitality Trust Management Pte Ltd. and OUE Hospitality REIT Management Pte. Ltd. (Manager of OUE Hospitality Real Estate Investment Trust). He was previously a director of National University Health System and a member of the Board of Trustees of the Singapore Management University. Mr. Misra held several senior positions, namely, Chief Executive Officer of Citigroup's Global Corporate and Investment Banking Group in Singapore and Brunei and Country Officer in Singapore, Head of Asia Pacific Investment Banking and Head of the Asia Pacific Corporate Bank, in a career spanning 11 years with the Citigroup. His career prior to Citigroup included stints with Salomon Brothers and Goldman Sachs & Co. He holds a Bachelor's Degree in Economics, St Stephen's College, University of Delhi, India, Postgraduate Degree in Management, University of Delhi, Indian Institute of Management, Ahmedabad and Master in Management, J.L. Kellogg Graduate School of Management, Northwestern University.

Nihal Vijaya Devadas Kaviratne CBE

Non-Executive and Independent Director

Mr. Nihal Kaviratne CBE is a Non-Executive and Independent Director and was appointed to the Board in 2014. He is a member of the Company's Audit and Corporate Responsibility and Sustainability Committees, and also chairs the Board of Caraway Pte Limited, a joint venture entity of the Company. His career with the Unilever Group spanned 40 years during which he held various senior level management positions in sales, marketing, brand and strategic planning and development, and as Chairman/CEO across Asia, Europe and Latin America. He retired from Unilever in 2005. Mr. Kaviratne currently serves as an Independent and Non-Executive Director in GlaxoSmithKline Pharmaceuticals Ltd, India and of several Temasek-Portfolio Companies including StarHub Limited, DBS Group Holdings Limited, DBS Bank Limited and DBS Foundation Limited. He Chairs the Strategy Committee and is a member of the Audit Committee of StarHub Limited. He is also a member of the Board Risk Management Committee, and Compensation and Management Development Committee of DBS Group Holdings Limited and DBS Bank Limited. Mr. Kaviratne is a member of the Private Sector Portfolio Advisory Committee in India for the UK Government's Department for International Development (DFID), serves on the Advisory Board of Bain & Company for SEA/Indonesia and the Corporate Resilience Advisory Council of McKinsey & Company. He was cited in the Queen Elizabeth II's 2004 New Year Honours List in the UK and has been made the Commander of the Order of British Empire (CBE) for services to UK business interests and to

sustainable development in Indonesia. Mr. Kaviratne brings with him extensive organisational, business, management, strategic planning and customer-based experience and knowledge. He holds a Bachelor of Arts, Economics (Honours) from Bombay University, India.

Yap Chee Keong

Non-Executive and Independent Director

Mr. Yap Chee Keong is a Non-Executive and Independent Director and was appointed to the Board in December 2015. He chairs the Company's Audit Committee and is a member of the Risk, Capital and Investment and Governance and Nomination Committees and Council of Chairs. Mr. Yap is the Independent and Non-Executive Director of Sembcorp Industries Limited, Shangri-La Asia Limited, Citibank Singapore Limited, Mediacorp Pte Ltd and Certis Cisco Security Pte Ltd. He was previously the Executive Director of The Straits Trading Company Limited and the Chief Financial Officer of Singapore Power Ltd. He has also worked in various senior management roles in multinational and listed companies. He was a board member of the Accounting and Corporate Regulatory Authority and a member of the Public Accountants Oversight Committee, the MAS/SGX/ACRA Work Group to review the Guidebook for Audit Committees in Singapore and the MAS/SGX/ACRA/SID Review Panel to develop a Guide for Board Risk Committees in Singapore. He holds a Bachelor of Accountancy from the National University of Singapore and is a Fellow of the Institute of Singapore Chartered Accountants, a Fellow of CPA Australia and a Fellow of the Singapore Institute of Directors.

Marie Elaine Teo

Non-Executive and Independent Director

Ms. Marie Elaine Teo is a Non-Executive and Independent Director and was appointed to the Board in 2015. She chairs the Company's Risk Committee and is a member of the Company's Audit and Capital and Investment Committees and the Council of Chairs. She is currently an Independent Non-Executive Director of G. K. Goh Holdings Limited and a Director of Caregivers Alliance Ltd, Mapletree Investments Pte Ltd, Mapletree Oakwood Holdings Pte Ltd and Chairman of The Teng Ensemble Ltd. She is a member of the International Advisory Panel of CIMB Group Holdings Berhad, listed on Bursa Malaysia. Ms. Teo has over 20 years of investment experience, primarily with the Capital Group companies where she focused on Asian banks and global emerging markets, both as an analyst and an investment manager. She was formerly the Chairman of Capital International Research, Inc. and Managing Director of Capital International Inc., Asia. Ms. Teo holds a Bachelor of Arts (Honours) in Experimental Psychology from Oxford University and a MBA from INSEAD.

Yutaka Kyoya

Non-Executive Director

Mr. Yutaka Kyoya is a Non-Executive Director and was appointed to the Board in 2015. He is a member of the Company's Audit, Corporate Responsibility and Sustainability and Governance and Nomination Committees. He is currently the Executive Vice President and Group CEO of Living Essentials Group of Mitsubishi Corporation. He joined Mitsubishi Corporation in 1984 and has since been engaged in the food business. Mr. Kyoya has held various roles in Mitsubishi Corporation, in Tokyo as well as in its overseas offices, including the USA, Malaysia and Singapore. Prior to his current position, Mr. Kyoya was the Deputy General Manager of Living Essentials Group CEO's Office in 2012 before he was promoted to Senior Vice President of Mitsubishi Corporation and Chief Operating Officer of its Living Essential Resources Division in 2014. He is currently the Non-Executive Director of Lawson, Inc. Mr. Kyoya holds a degree in Commerce from Waseda University Tokyo and has completed the Advanced Management Program from Harvard Business School.

Kazuo Ito

Non-Executive Director

Mr. Kazuo Ito is a Non-Executive Director and was appointed to the Board in 2018. He is a member of the Company's Risk, Capital and Investment and Human Resource and Compensation Committees. Mr Ito is currently the Division Chief Operating Officer, Food Resources Division, Food Industry Group of Mitsubishi Corporation and he is concurrently a director of Nosan Corporation and MC Agri Alliance Limited. He has been with Mitsubishi Corporation since 1991 and has held other managerial roles. He was formally a Director and Chairman of Princes Limited.

Sunny George Verghese

Co-Founder, Group CEO and Executive Director

Mr. Sunny Verghese is the Co-Founder and Group CEO and was appointed to the Board in 1996. He is a member of the Company's Capital and Investment and Corporate Responsibility and Sustainability Committees. He has been with the KC Group for over two decades and in 1989 was mandated to start the Company with a view to building an agricultural products business for the KC Group. Before joining the KC Group, he worked for Unilever in India. Mr. Verghese is currently the Chairman of the Human Capital Leadership Institute Pte Ltd, JOil (S) Pte Ltd and WBCSD (World Business Council for Sustainable Development). He is also a board member of Caraway Pte. Ltd., a joint venture entity of the Company and a member of the Board of Trustees of Singapore Management University. He has previously chaired International Enterprise Singapore, served as a director for PureCircle Limited and has held an appointment as trustee for the National University of Singapore.

Mr. Verghese has won several awards including Ernst & Young Entrepreneur of the Year for Singapore in 2008 and Best CEO of the Year 2011 at the Singapore Corporate Awards. He was also awarded the Public Service Medal by the Government of the Republic of Singapore in 2010. He holds a postgraduate degree in Business Management from the Indian Institute of Management, Ahmedabad and has completed the Advanced Management Programme from the Harvard Business School.

Shekhar Anantharaman

Executive Director and Group Chief Operating Officer

Mr. Shekhar Anantharaman has been with the Group since 1992 and was appointed as an Executive Director to the Board in 1998. He is a member of the Company's Risk Committee. Mr. Anantharaman is the Group Chief Operating Officer of the Company since February 2016. Prior to the role, he was Executive Director for Finance & Business Development from 2012 to 2016, leading the Company's overall Strategy and New Business Development activities, as well as oversee the Corporate Finance & Accounts, Banking & Treasury, Manufacturing & Technical Services, Strategic Investments, Investor Relations and Shared Services functions. He has previously had oversight responsibility for the Company's global Edible Nuts, Spices & Vegetable Ingredients and Packaged Foods businesses. He also had regional oversight for the Company's operations in China, Brazil, Argentina and North America, as well as the functional oversight of the Manufacturing and Technical Services (MATS) function. He also held senior roles in Country Management, as well as led various Corporate Functions including Finance, Treasury and IT. Mr. Anantharaman is currently a board member of Caraway Pte. Ltd., a joint venture entity of the Company. He holds a degree in Aeronautical Engineering and a postgraduate degree in Business Management and has completed the Advanced Management Programme from Harvard Business School.

Principal Executive Officers

The particulars of the Group's principal executive officers are listed below:

<u>Name</u>	<u>Title</u>
Gerard Anthony Manley	Managing Director, CEO — Cocoa
Jagdish Achleshwar Prasad Parihar	Managing Director and Chief Risk and Compliance Officer
Vivek Verma	Managing Director, CEO — Coffee and Commodity Financial Services
Ashok Krishen	Managing Director, CEO — Edible Nuts
Ashok Chandra Mohan Hegde	Managing Director, CEO — Cotton and Edible Oils
Venkataramani Srivathsan	Managing Director, CEO — Africa and Middle East
Gregory Carl Estep	Managing Director, CEO — Spices and Vegetable Ingredients and USA
Keshav Chandra Suresh	Managing Director, CEO — Grains and Animal Feed

Information on the area of responsibility and working experience of the Executive Officers of the Group is set out below:

Gerard Anthony Manley

Managing Director, CEO Cocoa

Mr. Gerard Anthony Manley joined the Company in 1998. Mr. Manley is currently the Chief Executive Officer of Olam Cocoa. He is a member of the Group's Executive Committee and has oversight on the Group's European operations. Mr Manley has over 30 years' Board experience in the cocoa world, joining Holco Trading Company (part of ED & F Man Cocoa Ltd in 1983. During his time at ED & F Man Cocoa Ltd, Mr. Manley held Directorships in the UK, Poland and Malaysia. He managed the product trading operations with significant responsibility for the Group's processing operations. He is a Board member of the European Cocoa Association and the World Cocoa Foundation and a Founder member of Cocoa Action. He is a former Chairman of the Federation of Cocoa Commerce and has served on the Boards of the Cocoa Association of Asia and the London Cocoa Terminal Market. He has a Bachelor of Arts (Honours) in Geography and holds a Masters of Business Administration from the City University in London.

Jagdish Achleshwar Prasad Parihar

Managing Director and Chief Risk and Compliance Officer

Mr. Jagdish Achleshwar Prasad Parihar joined the Company in 1986 where he held several managerial positions in the Group. Mr. Parihar is currently the Managing Director and Chief Risk and Compliance Officer with oversight responsibility for Risk Management and Market Compliance. His portfolio during the last 19 years in Singapore involved the Natural Fibres business and regional oversight of India and Southeast Asian regions. Mr. Parihar is the co-author of a book on Agri-business and Commodity Risk and is involved as a keynote speaker in various international risk management summits in Europe and Asia. He was previously a Director of the International Cotton Association UK and is a qualified commodity arbitrator. He obtained a BSc. Degree from Gujarat University in India in 1974 and obtained a Masters degree in Management Studies from the Birla Institute of Technology and Science in Pilani, India in 1979.

Vivek Verma

Managing Director, CEO Coffee and Commodity Financial Services

Mr. Vivek Verma joined the Group in India in 1992 as a Business Manager and started the Indian operations under Olam Exports (India) Limited. He was transferred to the Company in 1996, where he was appointed as the Vice President responsible for the Group's Coffee business. Mr. Verma was subsequently promoted to Managing Director where in addition to the Coffee business, he developed and is currently responsible for the Commodity Financial Services businesses. He obtained a Bachelor of Technology degree from the Indian Institute of Technology, New Delhi, India in 1985.

Ashok Krishen

Managing Director, CEO Edible Nuts

Mr. Ashok Krishen joined Olam Nigeria Ltd in 1992 as a Branch Coordinator. From 1994 to 1996, Mr. Krishen was the country head of Olam Ghana Limited and was Regional Controller overseeing Benin, Togo and Cameroon. He was appointed the Global Head for the Rice and Sugar division from 1996 to 2002. In 2002, he was appointed as Global Head of the Group's Cashews and Spices division. In 2007, he also assumed additional responsibility for the rest of the Edible Nuts and Vegetable Ingredients business. Since 2012, Mr. Krishen heads and is focused on growing the Company's enlarged Edible Nuts business. Mr. Krishen holds a Bachelor of Science (Physics) degree from the University of Kerala in India and obtained a Post Graduate Diploma in Personnel Management and Industrial Relations from the Xavier Labour Relations Institute in India in 1986.

Ashok Chandra Mohan Hegde

Managing Director, CEO Cotton and Edible Oils

Mr. Ashok Chandra Mohan Hegde joined Olam Benin Sarl in 1994 as a Branch Coordinator in charge of procurement and sale of commodities. Mr. Hegde was transferred to the Company in 1996 where he has held various positions including Country Head of Indonesia (from 1996 to 1998), Regional Controller of South East Asia (from 1998 to 2000), Managing Director of the Group's Wood Products division (from 2000 to 2008), Global Head for Risk Management and Information Systems (from 2009 to 2013) and Global Head for Rubber (from 2011 to 2013). He currently heads the businesses of Cotton and Edible Oils as Managing Director and CEO. Mr. Hegde obtained a Bachelor of Engineering in Electrical & Electronics in 1988 from the University of Mysore, India and a Masters in Business Administration in 1991 from the University of Poona, India.

Venkataramani Srivathsan

Managing Director, CEO Africa and Middle East

Mr. Venkataramani Srivathsan joined Olam Nigeria Ltd in 1994. Mr. Srivathsan has held various positions in the Group including Financial Controller, Nigeria, Country Head, Ghana, Country Head, Nigeria and subsequently, Regional Head for West and Central Africa (Nigeria, Cameroon, Benin and Togo). He headed the Company's Agri Inputs business from 2010 to 2012 and is currently the Managing Director and CEO for Africa and Middle East. He obtained a Bachelor of Commerce degree from St. Xavier's College, Tamil Nadu in 1984 and qualified as a member of The Institute of Chartered Accountants in 1989.

Gregory Carl Estep

Managing Director, CEO Spices and Vegetable Ingredients and USA

Mr. Gregory Carl Estep joined Olam in 2010 with the Gilroy Foods acquisition. He led the integration of the onion, garlic, and capsicum business. Since joining the Company, his responsibilities have expanded to include CEO for the Spices business, Country Head for the group operations in the USA. He is also a member of the Executive Committee. He has twenty years of experience in food ingredients and fourteen years in commodity trading. He is a board member of the San Joaquin River Parkway & Conservation Trust. He holds a BS in agricultural economics from Virginia Tech and a MBA from the Fuqua School of Business, Duke University.

Keshav Chandra Suresh

Managing Director, CEO Grains and Animal Feed

Mr. Keshav Chandra Suresh joined the Company in 1994. From 1994 to 2000, he held various positions in origination, country management and trading in East Africa and Singapore. In 2001, Mr. Suresh left the Company to pursue an MBA and worked for Honeywell in Europe from 2002 to 2008 in various roles, the last of which was as Director of Supply Chain for EMEA. In 2008, he re-joined the Company to start off the Grains platform and is currently the Managing Director, CEO of the Company's Grains and Animal Feed business. He has an engineering degree from IT BHU, Varanasi, a Master in International Business from IIFT, New Delhi and an MBA (Hons) from INSEAD, Fontainebleau, France.

Board Committees

The Board has seven Committees namely the Council of Chairs, Audit Committee, Governance and Nomination Committee, Human Resource and Compensation Committee, Risk Committee, Capital and Investment Committee and Corporate Responsibility and Sustainability Committee.

Council of Chairs

The Council meets quarterly or as and when required. It comprises the Chair of each Board committee established by the Board with the Chair of the Board acting as the Council Chair. The Council serves as a coordination platform for proposals, initiatives, issues and matters relating to the Company's strategy, business, management and operation, including those considered at meetings of the Board Committees, and provides interface and feedback to the Board, Board Committees(s) and Management.

A brief summary of the responsibilities of each Board Committee is provided below.

Audit Committee

The committee meets at least four times a year and oversees the process for evaluating the adequacy of internal controls, financial reporting and compliance and satisfies itself as to the adequacy of such processes. Other functions performed by the committee include the review of financial statements before public announcement, discussion with internal and external auditors on any issues of concern, review of scope, costs and effectiveness of external audit and ensure independence and objectivity of the auditors, review of internal control procedures and review and discussion with external auditors of any suspected fraud or irregularity.

Governance and Nomination Committee

The committee meets at least once a year. Its responsibilities include recommending the appointment and reappointment of directors, reviewing the composition and size of the Board and Board Committees, conducting annual review of the independence of each director, assessing the Board's effectiveness, recommending performance criteria for evaluating Board's performance, evaluating and nominating directors to Board Committees.

Human Resource and Compensation Committee

The committee meets at least once a year and is responsible for developing the Board and Management's compensation framework and remuneration policy as well as governing the Company's share participation scheme. The committee also reviews succession plans for the GCEO, GCOO and Senior Management of the Company.

Risk Committee

The committee meets at least four times a year to review the adequacy and effectiveness of the Group's risk management function including its market compliance function, risk management policies and systems, insurance, review and monitor risk events through the enterprise risk framework and risk appetite framework and detect and review any major non-compliance with risk policies. It also reviews and recommends risk limits and budgets for approval by the Board.

Capital and Investment Committee

The committee meets at least four times a year. It reviews and recommends financial strategies, policies, business risks and capital structure of the Company, recommends equity and debt capital raising plans and significant banking arrangements, reviews investment policy guidelines and capital expenditure plans, reviews and approves or recommends investments and divestments and reviews the execution of any investment projects.

Corporate Responsibility and Sustainability Committee

As supply chain managers of agricultural products, the Company's sustainability initiatives are inter-woven into its business model and are aimed at making meaningful social impact in the communities within which it operates. The committee's role includes the review and recommendation of policies with respect to corporate responsibility and sustainability issues, review of the Company's environmental policies and standards, social impact of business practices in the communities which it operates in and policies and practices on key stakeholders (suppliers, customers and employees) and regulators. The committee meets at least four times a year.

TAXATION

The following summary of certain Singapore, PRC, Hong Kong and European Union tax consequences of the purchase, ownership and disposition of the Notes is based upon applicable laws, regulations, rulings and decisions in effect as of the date of this Offering Circular (including administrative guidelines issued by the MAS and the IRAS), all of which are subject to change (possibly with retroactive effect). This discussion does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and does not purport to deal with consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant Financial Sector Incentive(s)) may be subject to special rules or tax rates. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any holder of the Notes or any persons acquiring, selling or otherwise dealing in the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. Prospective holders of the Notes are advised to consult their own tax advisors as to the Singapore or other tax consequences of the acquisition, ownership of or disposal of the Notes, including, in particular, the effect of any foreign, state or local tax laws to which they are subject. It is emphasised that neither the Issuers, the Arrangers nor any other persons involved in the Programme accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of the Notes.

*In addition, the disclosure below is on the assumption that the IRAS regards each tranche of the Perpetual Securities as “debt securities” for the purposes of the ITA and that interest payments made under each tranche of the Perpetual Securities will be regarded as interest payable on indebtedness and holders thereof may therefore enjoy the tax concessions and exemptions available to qualifying debt securities, **provided that** the other conditions for the qualifying debt securities scheme are satisfied.*

SINGAPORE

Interest and Other Payments

Subject to the following paragraphs, under Section 12(6) of the ITA, the following payments are deemed to be derived from Singapore:

- (a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is:
 - (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore) or
 - (ii) deductible against any income accruing in or derived from Singapore; or
- (b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments, where made to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15.0 per cent. final withholding tax described below) to non-resident persons (other than non-resident individuals) is currently 17.0 per cent. The applicable rate for non-resident individuals is currently 22.0 per cent. However, if the payment is derived by a person not resident in Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15.0 per cent. The rate of 15.0 per cent. may be reduced by applicable tax treaties.

Notwithstanding the above, with effect from 29 December 2009, the said deeming provisions of Section 12(6) of the ITA would not apply to payments for any arrangement, management, service or guarantee relating to any loan or indebtedness, where: (i) the arrangement, management or service is performed outside Singapore; or (ii) the guarantee is provided, for or on behalf of a person resident in Singapore or a permanent establishment in Singapore by a non-resident person who:

- (i) is not an individual, is not incorporated, formed or registered in Singapore; and
- (ii) (A) does not by himself or in association with others, carry on a business in Singapore and does not have a permanent establishment in Singapore; or
(B) carries on a business in Singapore (by himself or in association with others) or has a permanent establishment in Singapore, but (a) the arrangement, management or service is not performed through; or (b) the giving of the guarantee is not effectively connected with, that business carried on in Singapore or that permanent establishment.

Certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including:

- (i) interest from debt securities derived on or after 1 January 2004;
- (ii) discount income (not including discount income arising from secondary trading) from debt securities derived on or after 17 February 2006; and
- (iii) prepayment fee, redemption premium and break cost from debt securities derived on or after 15 February 2007,

except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession.

The terms “**break cost**”, “**prepayment fee**” and “**redemption premium**” are defined in the ITA as follows:

“**break cost**” means, in relation to debt securities and qualifying debt securities, any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by any loss or liability incurred by the holder of the securities in connection with such redemption;

“**prepayment fee**” means, in relation to debt securities and qualifying debt securities, any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by the terms of the issuance of the securities; and

“**redemption premium**” means, in relation to debt securities and qualifying debt securities, any premium payable by the issuer of the securities on the redemption of the securities upon their maturity.

References to “**break cost**”, “**prepayment fee**” and “**redemption premium**” in this Singapore tax disclosure have their same meaning as in the ITA.

In addition, as the Programme as a whole is arranged by DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch and Standard Chartered Bank, each of which was, at the time of establishment of the Programme, a Financial Sector Incentive (Bond Market) Company (as defined in the ITA), and the participation of Olam Treasury as a new issuer was also arranged by DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Standard Chartered Bank and Standard Chartered Bank (Singapore) Limited, each of which was a Financial Sector Incentive (Bond

Market) Company, a Financial Sector Incentive (Capital Market) Company or a Financial Sector Incentive (Standard Tier) Company (as defined in the ITA) at such time, any tranche of the Notes issued as debt securities under the Programme during the period from the date of this Offering Circular to 31 December 2023 (the “**Relevant Notes**”) would be “qualifying debt securities” for the purposes of the ITA, to which the following treatment shall apply:

- (I) subject to certain prescribed conditions having been fulfilled (including the furnishing by the relevant Issuer, or such other person as the MAS may direct, of a return on debt securities for the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the MAS may require to the MAS and the inclusion by the relevant Issuer in all offering documents relating to the Relevant Notes of a statement to the effect that where interest, discount income, prepayment fee, redemption premium or break cost from the Relevant Notes is derived by any person who is not resident in Singapore and who carries on any operation in Singapore through a permanent establishment in Singapore, the tax exemption for qualifying debt securities shall not apply if the non-resident person acquires the Relevant Notes using funds from that person’s operations through the Singapore permanent establishment), interest, discount income (not including discount income arising from secondary trading), prepayment fee, redemption premium and break cost (collectively, the “**Specified Income**”) from the Relevant Notes, derived by a holder who is not resident in Singapore and who (aa) does not have any permanent establishment in Singapore or (bb) carries on any operation in Singapore through a permanent establishment in Singapore but the funds used by that person to acquire the Relevant Notes are not obtained from such person’s operation through a permanent establishment in Singapore, are exempt from Singapore tax;
- (II) subject to certain conditions having been fulfilled (including the furnishing by the relevant Issuer, or such other person as the MAS may direct, of a return on debt securities for the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the Comptroller may require to the MAS), Specified Income from the Relevant Notes derived by any company or a body of persons (as defined in the ITA) in Singapore is subject to tax at a concessionary rate of 10.0 per cent.; and
- (III) subject to:
 - (a) the relevant Issuer including in all offering documents relating to the Relevant Notes a statement to the effect that any person whose interest, discount income, prepayment fee, redemption premium or break cost (i.e. the Specified Income) derived from the Relevant Notes is not exempt from tax shall include such income in a return of income made under the ITA; and
 - (b) the relevant Issuer, or such other person as the MAS may direct, furnishing to the MAS a return on debt securities for the Relevant Notes in the prescribed format within such period as the MAS may specify and such other particulars in connection with the Relevant Notes as the MAS may require,

Specified Income derived from the Relevant Notes are not subject to withholding of tax by the relevant Issuer.

However, notwithstanding the foregoing:

- (1) if during the primary launch of any tranche of Relevant Notes, the Relevant Notes of such tranche are issued to fewer than four (4) persons and 50.0 per cent. or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by related parties of the relevant Issuer, such Relevant Notes would not qualify as “qualifying debt securities” (unless otherwise approved by the Minister of Finance or such person as he may appoint); and

(2) even though a particular tranche of Relevant Notes are “qualifying debt securities”, if, at any time during the tenure of such tranche of Relevant Notes, 50.0 per cent. or more of the issue of such Relevant Notes which are outstanding at any time during the life of their issue is held beneficially or funded, directly or indirectly, by any related party(ies) of the relevant Issuer, Specified Income derived from such Relevant Notes held by:

- (a) any related party of the relevant Issuer; or
- (b) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of the relevant Issuer,

shall not be eligible for the tax exemption or concessionary rate of tax described above.

The term “**related party**”, in relation to a person, means any other person who, directly or indirectly, controls that person, or is controlled, directly or indirectly, by that person, or where he and that other person, directly or indirectly, are under the control of a common person.

Notwithstanding that the relevant Issuer is permitted to make payments of Specified Income in respect of the Relevant Notes without deduction or withholding for tax under Section 45 or Section 45A of the ITA, any person whose Specified Income (whether it is interest, discount income, prepayment fee, redemption premium or break cost) derived from the Relevant Notes is not exempt from tax is required to include such income in a return of income made under the ITA.

Under the Qualifying Debt Securities Plus Scheme (“**QDS Plus Scheme**”), subject to certain conditions having been fulfilled (including the furnishing by the issuer or such other person as the MAS may direct, of a return on debt securities in respect of the qualifying debt securities in the prescribed format within such period as the MAS may specify and such other particulars in connection with the qualifying debt securities as the MAS may require to the MAS), income tax exemption is granted on Specified Income derived by any investor from qualifying debt securities (excluding Singapore Government Securities) which:

- (a) are issued during the period from 16 February 2008 to 31 December 2018;
- (b) have an original maturity of not less than 10 years;
- (c) cannot have their tenure shortened to less than 10 years from the date of their issue, except where
 - (i) the shortening of the tenure is a result of any early termination pursuant to certain specified early termination clauses which the issuer included in any offering document for such qualifying debt securities; and
 - (ii) the qualifying debt securities do not contain any call, put, conversion, exchange or similar option that can be triggered at specified dates or at specified prices which have been priced into the value of the qualifying debt securities at the time of their issue; and
- (d) cannot be re-opened with a resulting tenure of less than 10 years to the original maturity date.

In determining an investor’s income that is to be exempted from tax under the QDS Plus Scheme, prescribed conditions apply in relation to how the investor’s losses, expenses and capital allowances which are attributable to exempt income are to be treated.

However, even though a particular tranche of the Relevant Notes are “qualifying debt securities” which qualify under the QDS Plus Scheme, if at any time during the tenure of such tranche of Relevant Notes, 50.0 per cent. or more of the issue of such Relevant Notes which are outstanding at any time during the life of their issue is held beneficially or funded, directly or indirectly, by any related party(ies) of the relevant Issuer, Specified Income derived by:

- (a) any related party of the relevant Issuer; or
- (b) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of the relevant Issuer,

shall not be eligible for the tax exemption under the QDS Plus Scheme as described above.

Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Notes will not be taxable in Singapore. However, any gains derived by any person from the sale of the Notes which are gains from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

Holders of the Notes who apply or are required to apply Singapore Financial Reporting Standard 39 – Financial Instruments: Recognition and Measurement (“**FRS 39**”), FRS 109 – Financial Instruments (“**FRS 109**”) or Singapore Financial Reporting Standards (International) 9 – Financial Instruments (“**SFRS(I) 9**”) (as the case may be), may for Singapore income tax purposes be required to recognise gains or losses (not being gains or losses in the nature of capital) on the Notes, irrespective of disposal, in accordance with FRS 39, FRS 109 or SFRS(I) 9 (as the case may be). Please see the section below on “*Adoption of FRS 39, FRS 109 and SFRS(I) 9 Treatment for Singapore Income Tax Purposes*”.

Adoption of FRS 39, FRS 109 and SFRS(I) 9 Treatment for Singapore Income Tax Purposes

Section 34A of the ITA provides for the tax treatment for financial instruments in accordance with FRS 39 (subject to certain exceptions and “opt-out” provisions) to taxpayers who are required to comply with FRS 39 for financial reporting purposes. The IRAS has issued a circular entitled “Income Tax Implications Arising from the Adoption of FRS 39 – Financial Instruments: Recognition and Measurement”.

FRS 109 or SFRS(I) 9 (as the case may be) is mandatorily effective for annual periods beginning on or after 1 January 2018, replacing FRS 39. Section 34AA of the ITA requires taxpayers who comply or who are required to comply with FRS 109 or SFRS(I) 9 (as the case may be) for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions. The IRAS has also issued a circular entitled “Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments”.

Holders of the Notes who may be subject to the tax treatment under Sections 34A or 34AA of the ITA should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Notes.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

PRC

The following summary describes the principal PRC tax consequences of ownership of the Notes by beneficial owners who, or which, are not residents of the PRC for PRC tax purposes. These beneficial owners are referred to as non-PRC Noteholders in this section. In considering whether to invest in the

Notes, investors should consult their individual tax advisers with regard to the application of PRC tax laws to their particular situations as well as any tax consequences arising under the laws of any other tax jurisdiction. Reference is made to PRC taxes from the taxable year beginning on or after 1 January 2008.

Value Added Tax

On 23 March 2016, the MOF and the SAT jointly issued the Circular 36 which provides that all business tax payers are included into the pilot programme to pay VAT from 1 May 2016. With effect from 1 May 2016, the income derived from the provision of financial services which previously attracted business tax will be entirely replaced by, and subject to, VAT.

According to Circular 36, the entities and individuals providing the services within PRC shall be subject to VAT. The services are treated as being provided within PRC where either the service provider or the service recipient is located in PRC. The services subject to VAT include the provision of financial services such as the provision of loans. It is further clarified under Circular 36 that the “loans” refers to the activity of lending capital for another’s use and receiving the interest income thereon. Based on the interpretation of “loans” under the Circular 36, the issuance of Notes may be treated as the holders of the Notes providing loans to the Issuer, which thus shall be regarded as the provision of financial services that could be subject to VAT. If the holders of the Notes are regarded as providing financial services to the Issuer within PRC by the competent PRC tax authorities, the holders of the Notes shall be subject to VAT at the rate of 6 per cent. when receiving the interest payments from the Issuer under the Notes. In addition, in that case the holders of the Notes shall also be subject to the local levies at approximately 12 per cent. of the VAT payment and consequently, the combined rate of VAT and local levies would be around 6.7 per cent. Given that the Issuer pays interest income to Noteholders who are located outside of the PRC, if such interest income is subject to VAT in the future, the Issuer, acting as the obligatory withholder in accordance with applicable law, shall withhold VAT and local levies from the payment of interest income to Noteholders who are located outside of the PRC.

The Circular 36 has been issued quite recently and the above disclosure may be subject to further change upon the issuance of further clarification rules and/or different interpretation by the competent tax authority. There is uncertainty as to the application of the Circular 36.

Pursuant to the EIT Law and the VAT reform detailed above, if the Issuer is treated as a PRC tax resident in the future, the Issuer may need to withhold EIT, (should such tax apply) from the payments of interest in respect of the Notes for any non-PRC-resident Noteholder and the Issuer may need to withhold VAT (should such tax apply) from the payments of interest in respect of the Notes for any Noteholders located outside of the PRC. However, in the event that the Issuer is required to make such a deduction or withholding (whether by way of EIT or VAT or otherwise), the Issuer has agreed to pay such additional amounts as will result in receipt by the Noteholders of such amounts after such withholding or deduction as would have been received by them had no such withholding or deduction been required, as further set out in the Terms and Conditions of the Notes other than the Perpetual Securities.

Stamp Duty

No PRC stamp duty will be chargeable upon the issue or transfer (for so long as the register of Noteholders is maintained outside the PRC) of a Note.

HONG KONG

Withholding Tax

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on the Notes or in respect of any capital gains arising from the sale of the Notes.

Profits Tax

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Interest on the Notes may be subject to profits tax in Hong Kong in the following circumstances:

- (i) interest on the Notes is derived from Hong Kong and is received by or accrues to a company carrying on a trade, profession or business in Hong Kong;
- (ii) interest on the Notes is derived from Hong Kong and is received by or accrues to a person, other than a company, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business; or
- (iii) interest on the Notes is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong) and arises through or from the carrying on by the financial institution of its business in Hong Kong.

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal or redemption of the Notes may be subject to profits tax.

Sums derived from the sale, disposal or redemption of the Notes may be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source. The source of such sums will generally be determined by having regard to the manner in which the Notes are acquired and disposed.

Stamp Duty

Stamp duty will not be payable on the issue of Bearer Notes provided either:

- (i) such Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) such Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong).

If stamp duty is payable it is payable by the Issuer on the issue of Bearer Notes at a rate of 3 per cent. of the market value of the Notes at the time of issue. No stamp duty will be payable on any subsequent transfer of Bearer Notes.

No stamp duty is payable on the issue of Registered Notes. Stamp duty may be payable on any transfer of Registered Notes if the relevant transfer is required to be registered in Hong Kong. Stamp duty will, however, not be payable on any transfer of Registered Notes **provided that** either:

- (i) the Registered Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong or
- (ii) the Registered Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong).

If stamp duty is payable in respect of the transfer of Registered Notes it will be payable at the rate of 0.2 per cent. (of which 0.1 per cent. is payable by each of the seller and the purchaser) normally by reference to the value of the consideration. If, in the case of either the sale or purchase of such Registered Notes, stamp duty is not paid, both the seller and the purchaser may be liable jointly and severally to pay any

unpaid stamp duty and also any penalties for late payment. If stamp duty is not paid on or before the due date (two days after the sale or purchase if effected in Hong Kong or 30 days if effected elsewhere) a penalty of up to 10 times the duty payable may be imposed. In addition, stamp duty is payable at the fixed rate of HK\$5 on each instrument of transfer executed in relation to any transfer of the Registered Notes if the relevant transfer is required to be registered in Hong Kong.

The proposed financial transactions tax (“FTT”)

On 14 February 2013, the European Commission published a proposal (the “**Commission’s Proposal**”) for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the “**participating Member States**”).

The Commission’s Proposal has very broad scope and could, if introduced, apply to certain dealings in Notes (including secondary market transactions) in certain circumstances. Primary market transactions referred to in Article 5(c) of Regulation (EC) No. 1287/2006 are exempt.

Under the Commission’s Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, “established” in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

The FTT proposal remains subject to negotiation between the participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate. Prospective holders of Notes are advised to seek their own professional advice in relation to the FTT.

FATCA

Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 (“**FATCA**”) impose a new reporting regime and potentially a 30 per cent. withholding tax with respect to certain payments to (i) any non-U.S. financial institution (a foreign financial institution or FFI (as defined by FATCA)) that does not become a “Participating FFI” by entering into an agreement with the U.S. Internal Revenue Service (IRS) to provide the IRS with certain information in respect of its account holders and investors or is not otherwise exempt from or in deemed compliance with FATCA and (ii) any investor (unless otherwise exempt from FATCA) that does not provide information sufficient to determine whether the investor is a U.S. person or should otherwise be treated as holding a “United States Account” (a Recalcitrant Holder).

Whilst the Notes are in global form and held within Euroclear or Clearstream (together, the “**ICSDs**”), it is expected that FATCA will not affect the amount of any payments made under, or in respect of, the Notes by the Issuer, any paying agent and the common depository, given that each of the entities in the payment chain beginning with the Issuer and ending with the participants in the ICSDs is a major financial institution whose business is dependent on compliance with FATCA and that any alternative approach introduced under an intergovernmental agreement will be unlikely to affect the Notes. The documentation expressly contemplates the possibility that the Notes may go into definitive form and therefore that they may be taken out of the ICSDs. If this were to happen, then a non-FATCA compliant holder could be subject to withholding. However, definitive notes will only be printed in remote circumstances.

PRINCIPAL SHAREHOLDERS

Substantial Shareholders of the Company

The interests of the Directors and the substantial shareholders of the Company in the Shares as at the Latest Practicable Date are as follows:

Directors

	Direct		Deemed			
	Number of Shares	% of total issued Shares ⁽¹⁾	Number of Shares	% of total issued Shares ⁽¹⁾	Number of outstanding Options	No. of Restricted Share Award
Lim Ah Doo	—	—	—	—	—	—
Jean-Paul Pinard	806,761	0.03	—	—	—	—
Sanjiv Misra	—	—	—	—	—	—
Nihal Vijaya Devadas Kaviratne, CBE	—	—	—	—	—	—
Yap Chee Keong	—	—	—	—	—	—
Marie Elaine Teo	—	—	—	—	—	—
Yutaka Kyoya	—	—	—	—	—	—
Kazuo Ito	—	—	—	—	—	—
Sunny George Verghese	133,112,233	4.18	—	—	15,000,000	785,910
Shekhar Anantharaman	15,896,204	0.50	—	—	5,000,000	562,969

Substantial Shareholders

Breedens Investments Pte. Ltd. ⁽²⁾	1,394,271,494	43.81	—	—		
Aranda Investments Pte. Ltd. ⁽²⁾	312,814,360	9.83	—	—		
Seletar Investments Pte Ltd ⁽²⁾	—	—	1,707,085,854	53.64		
Temasek Capital (Private) Limited ⁽²⁾	—	—	1,707,085,854	53.64		
Temasek Holdings (Private)Limited ⁽²⁾	—	—	1,707,085,854	53.64		
Mitsubishi Corporation ⁽³⁾	554,689,829	17.43	—	—		
Allan & Gill Gray Foundation (Guernsey ⁽⁴⁾)	—	—	221,277,796	6.95		
Orbis Allan Gray Limited ⁽⁴⁾	—	—	221,277,796	6.95		
Orbis Holdings Limited ⁽⁴⁾	—	—	221,277,796	6.95		
Orbis Investment Management Limited ⁽⁴⁾	—	—	221,277,796	6.95		
Orbis Investment Management (Hong Kong) Limited ⁽⁴⁾	—	—	181,506,595	5.70		
Kewalram Singapore Limited ⁽⁵⁾	223,769,921	7.03	—	—		
Chanrai Investment Corporation Limited ⁽⁵⁾	—	—	223,769,921	7.03		
Kewalram Chanrai Holdings Limited ⁽⁵⁾	—	—	223,769,921	7.03		
GKC Trustees Limited (as trustees of Girdhar Kewalram Chanrai Settlement) ⁽⁵⁾	—	—	223,769,921	7.03		
MKC Trustees Limited (as trustees of Hariom Trust) ⁽⁵⁾	—	—	223,769,921	7.03		
DKC Trustees Limited (as trustees of DKC Settlement) ⁽⁵⁾	—	—	223,769,921	7.03		

(1) Percentages of interests are calculated based on the total number of issued ordinary Shares being 3,182,429,334 (excluding 88,589,323 treasury shares) as at the Latest Practicable Date.

(2) Temasek Holdings (Private) Limited's (" Temasek ") interest arises from the direct interest held by Breedens Investments Pte. Ltd. (" Breedens ") and Aranda Investments Pte. Ltd. (" Aranda ").	
(A) Temasek's deemed interest through Breedens	43.81%
(i) Breedens has a direct interest in 43.81% of voting shares of the Company.	
(ii) Breedens is a wholly-owned subsidiary of Seletar Investments Pte Ltd (" Seletar ").	
(iii) Seletar is a wholly-owned subsidiary of Temasek Capital (Private) Limited (" Temasek Capital ").	
(iv) Temasek Capital is a wholly-owned subsidiary of Temasek.	
(B) Temasek's deemed interest through Aranda	9.83%
(i) Aranda has a direct interest in 9.83% of voting shares of the Company.	
(ii) Aranda is a wholly-owned subsidiary of Seletar.	
(iii) Seletar is a wholly-owned subsidiary of Temasek Capital.	
(iv) Temasek Capital is a wholly owned subsidiary of Temasek.	
Total deemed interest of Temasek	53.64%
(3) Total interest of Mitsubishi Corporation	17.43%
(4) Orbis Holdings, Orbis Allan Gray Limited and Allan & Gill Gray Foundation (Guernsey) are substantial shareholders of the Company by virtue of their deemed interest in the shares managed by their indirect subsidiary, Orbis Investment Management Limited (" OIML "), which is the fund manager for the Orbis funds. OIML has the ability to vote and acquire/dispose of the Company's shares for and on behalf of the Orbis funds.	
<p>OIML has also sub-delegated some of its portfolio management duties, including the authority to dispose of securities, to Orbis Investment Management (Hong Kong) Limited ("OIMHK"). By virtue of the sub-delegation, OIMHK has deemed interest in the voting shares of the Company. However, OIML still retains overall investment management oversight, including voting shares in the Company, held by the portfolios.</p> <p>OIML is a substantial shareholder of the Company as it has deemed interests in the shares of the Company held by the following Orbis funds,</p> <ol style="list-style-type: none"> 1. Orbis Emerging Markets Equity Fund (Australia Registered) 2. Orbis Institutional Emerging Markets Equity LP 3. Orbis Global Equity LE Fund (Australia Registered) 4. Orbis Global Equity Fund (Australia Registered) 5. Orbis Global Balanced Fund Wholesale Class (Australia Registered) 6. Orbis SIVAC – Orbis Global Balanced Fund 7. Orbis Institutional Equity LP 8. Orbis Institutional Global Equity Fund 9. Orbis Global Equity Fund 10. Orbis Institutional Global Equity (OFO) Fund 11. Orbis Institutional Global Equity LP 12. Orbis Institutional International Equity LP 13. Orbis Optimal LP 14. Orbis Optimal SA 15. Orbis SICAV – Orbis Global Equity 16. Allan Gray Australia Balanced Fund 17. Orbis SICAV – Orbis Institutional Equity 18. Orbis OEIC Global Balanced Fund 19. Orbis OEIC Global Equity Fund 20. Orbis SICAV – Orbis Emerging Markets Fund <p>None of the above Orbis funds individually holds 5% or more of the Company's shares.</p>	
Total deemed interest of Orbis Group	6.95%

- (5) Kewalram Singapore Limited (“**KSL**”) is a wholly-owned subsidiary of Chanrai Investment Corporation Limited (“**CICL**”), which in turn is a wholly-owned subsidiary of Kewalram Chanrai Holdings Limited (“**KCHL**”). By virtue of section 4(7)(d) of the SFA, each of CICL and KCHL are deemed to be interested in the voting shares of the Company (“**Shares**”).

GKC Trustees Limited (as trustees of Girdhar Kewalram Chanrai settlement) (“**GKC Settlement**”), MKC Trustees Limited (as trustees of Hariom Trust) (“**Hariom Trust**”) and DKC Trustees Limited (as trustees of DKC Settlement) (“**DKC Settlement**”) are shareholders of KCHL. By virtue of section 4(5) of the SFA, each of the GKC Settlement, Hariom Trust and DKC Settlement are deemed to be interested in the Shares. CICL, KCHL, GKC Settlement, Hariom Trust and DKC Settlement are deemed interested in the 223,769,921 shares held by KSL.

Total interest of the Kewalram Group

7.03%

Shareholders of Olam Treasury

The interests of the Directors and the shareholders of Olam Treasury in the Shares as at the Latest Practicable Date are as follows:

Directors

	Direct		Deemed	
	Number of Shares	% of total issued Shares ⁽¹⁾	Number of Shares	% of total issued Shares ⁽¹⁾
Shekhar Anantharaman	—	—	—	—
Jayant Shriniwas Parande	—	—	—	—
Neelamani Muthukumar	—	—	—	—

Substantial Shareholders

Substantial Shareholders	Direct		Deemed	
	Number of Shares	% of total issued Shares ⁽¹⁾	Number of Shares	% of total issued Shares ⁽¹⁾
Olam International Limited	1	100.0	—	—

CLEARANCE AND SETTLEMENT

The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of Euroclear, Clearstream, the CMU or CDP (together, the “Clearing Systems”) currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Issuers believes to be reliable, but none of the Issuers, the Guarantor, the Arrangers, any Dealer, the Trustee or the Agents takes any responsibility for the accuracy thereof. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Issuers, the Guarantor, the Arrangers, any Dealer, the Trustee or the Agents will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to, or payments made on account of, such beneficial ownership interests.

The relevant Pricing Supplement will specify the Clearing System(s) applicable for each Series.

The Clearing Systems

Euroclear and Clearstream

Euroclear and Clearstream each holds securities for participating organisations and facilitates the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear and Clearstream provide to their respective participants, among other things, services for safekeeping, administration, clearance and settlement of internationally-traded securities and securities lending and borrowing. Euroclear and Clearstream participants are financial institutions throughout the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to Euroclear or Clearstream is also available to others, such as banks, brokers, dealers and trust companies which clear through or maintain a custodial relationship with a Euroclear or Clearstream participant, either directly or indirectly.

Distributions of principal with respect to book-entry interests in the Notes held through Euroclear or Clearstream will be credited, to the extent received by the relevant paying agent, to the cash accounts of Euroclear or Clearstream participants in accordance with the relevant system’s rules and procedures.

Each of the persons shown in the records of Euroclear, Clearstream or an Alternative Clearing System as the holder of a Note represented by a Global Note or a Global Certificate must look solely to Euroclear, Clearstream or any such Alternative Clearing System (as the case may be) for his share of each payment made by the relevant Issuer or (where applicable) the Guarantor to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, and in relation to all other rights arising under the Global Notes or Global Certificates, subject to and in accordance with the respective rules and procedures of Euroclear, Clearstream, or such Alternative Clearing System (as the case may be). Such persons shall have no claim directly against the relevant Issuer or (where applicable) the Guarantor in respect of payments due on the Notes for so long as the Notes are represented by such Global Note or Global Certificate and such obligations of the relevant Issuer or (where applicable) the Guarantor will be discharged by payment to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, in respect of each amount so paid.

Beneficial ownership in Notes will be held through financial institutions as direct and indirect participants in Euroclear and Clearstream.

The aggregate holdings of book-entry interests in the Notes in Euroclear and Clearstream will be reflected in the book-entry accounts of each such institution. Euroclear and Clearstream, as the case may be, and every other intermediate holder in the chain to the beneficial owner of book-entry interests in the Notes, will be responsible for establishing and maintaining accounts for their participants and customers having

interests in the book-entry interest in the Notes. The Paying Agent will be responsible for ensuring that payments received by it from the relevant Issuer or (where applicable) the Guarantor for holders of interests in the Notes holding through Euroclear and Clearstream are credited to Euroclear or Clearstream, as the case may be.

The Issuers will not impose any fees in respect of the Notes, however, holders of book-entry interests in the Notes may incur fees normally payable in respect of the maintenance and operation of accounts in Euroclear and Clearstream.

The CMU

The CMU is a central depository service provided by the Central Moneymarkets Unit of the HKMA for the safe custody and electronic trading between the members of this service (“**CMU Members**”) of capital markets instruments (“**CMU Instruments**”) which are specified in the CMU Service Reference Manual as capable of being held within the CMU.

The CMU is only available to CMU Instruments issued by a CMU Member or by a person for whom a CMU Member acts as agent for the purposes of lodging instruments issued by such persons. Membership of the CMU is open to all members of the Hong Kong Capital Markets Association and “*authorised institutions*” under the Banking Ordinance (Cap. 155) of Hong Kong.

Compared to clearing services provided by Euroclear and Clearstream, the standard custody and clearing service provided by the CMU is limited. In particular (and unlike Euroclear and Clearstream), the HKMA does not as part of this service provide any facilities for the dissemination to the relevant CMU Members of payments (of interest, distribution or principal) under, or notices pursuant to the notice provisions of, the CMU Instruments. Instead, the HKMA advises the lodging CMU Member (or a designated paying agent) of the identities of the CMU Members to whose accounts payments in respect of the relevant CMU Instruments are credited, whereupon the lodging CMU Member (or the designated paying agent) will make the necessary payments of interest, distribution or principal or send notices directly to the relevant CMU Members. Similarly, the HKMA will not obtain certificates of non-U.S. beneficial ownership from CMU Members or provide any such certificates on behalf of CMU Members. The CMU Lodging and Paying Agent will collect such certificates from the relevant CMU Members identified from an instrument position report obtained by request from the HKMA for this purpose.

An investor holding an interest through an account with either Euroclear or Clearstream in any Notes held in the CMU will hold that interest through the respective accounts which Euroclear and Clearstream each have with the CMU.

The Trustee and the Agents shall have no responsibility for the performance by the CMU under the rules and procedures governing its regulations.

CDP

In respect of Notes which are accepted for clearance by CDP in Singapore, clearance will be effected through an electronic book-entry clearance and settlement system for the trading of debt securities (the “**CDP System**”) maintained by CDP. Securities that are to be listed on that SGX-ST may be cleared through CDP. CDP, a wholly-owned subsidiary of Singapore Exchange Limited, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. CDP holds securities for its accountholders and facilitates the clearance and settlement of securities transactions between accountholders through electronic book-entry changes in the securities accounts maintained by such accountholders with CDP.

In respect of Notes which are accepted for clearance by CDP, the entire issue of the Notes is to be held by CDP in the form of a Global Note or Global Certificate or global certificate for persons holding the Notes in securities accounts with CDP (“**Depositors**”). Delivery and transfer of Notes between Depositors

is by electronic book-entries in the records of CDP only, as reflected in the securities accounts of Depositors. Although CDP encourages settlement on the second business day following the trade date of debt securities, market participants may mutually agree on a different settlement period if necessary.

Settlement of over-the-counter trades in the Notes through the CDP System may only be effected through certain corporate depositors (“**Depository Agents**”) approved by CDP under the SFA to maintain securities sub-accounts and to hold the Notes in such securities sub-accounts for themselves and their clients. Accordingly, Notes for which trade settlement is to be effected through the CDP System must be held in securities sub-accounts with Depository Agents. Depositors holding the Notes in direct securities accounts with CDP, and who wish to trade Notes through the CDP System, must transfer the Notes to be traded from such direct securities accounts to a securities sub-account with a Depository Agent for trade settlement. CDP is not involved in money settlement between Depository Agents (or any other persons) as CDP is not a counterparty in the settlement of trades of debt securities. However, CDP will make payments of interest, distribution and repayment of principal on behalf of issuers of debt securities. Market participants may mutually agree on a different settlement period for over-the-counter trades.

Although CDP has established procedures to facilitate transfer of interests in the Notes among Depositors while the Notes are in global form, it is under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. None of the Issuers, the Guarantors, the Arrangers, any Dealer, the Trustee, the Agents or any other person (other than CDP) will have the responsibility for the performance by CDP of its obligations under the rules and procedures governing its operations.

Book-Entry Ownership

Bearer Notes

The relevant Issuer may make applications to Euroclear and/or Clearstream for acceptance in their respective book-entry systems in respect of any Series of Bearer Notes. The relevant Issuer may also apply to have Bearer Notes accepted for clearance through the CMU or CDP. In respect of Bearer Notes, a temporary Global Note and/or a permanent Global Note in bearer form without coupons may be deposited with a common depositary for Euroclear and/or Clearstream or a sub-custodian for the CMU or CDP or an Alternative Clearing System as agreed between the relevant Issuer and the relevant Dealer. Transfers of interests in such temporary Global Notes or permanent Global Notes will be made in accordance with the normal Euromarket debt securities operating procedures of the CMU, CDP, Euroclear and Clearstream or, if appropriate, the Alternative Clearing System.

Registered Notes

The relevant Issuer may make applications to the CMU, CDP, Euroclear and/or Clearstream for acceptance in their respective book-entry systems in respect of the Notes to be represented by a Global Certificate. Each Global Certificate deposited with a common depositary for, and registered in the name of, a nominee of Euroclear and/or Clearstream and/or with CDP will, where applicable, have an ISIN and/or a Common Code or, if lodged with a sub-custodian for the CMU, will have a CMU Instrument Number.

All Registered Notes will initially be in the form of a Global Certificate. Definitive Certificates will only be available, in the case of Notes initially represented by a Global Certificate, in amounts specified in the relevant Pricing Supplement.

Definitive Certificates

Registration of title to Registered Notes in a name other than a depositary or its nominee for Clearstream and/or Euroclear or a sub-custodian for the CMU or for CDP will be permitted only in the circumstances set forth in “*Summary of Provisions relating to the Notes and the Perpetual Securities while in Global Form*”. In such circumstances, the relevant Issuer will cause sufficient individual definitive Registered

Notes to be executed and delivered to the Registrar for completion, authentication and despatch to the relevant Noteholder(s). A person having an interest in a Global Certificate must provide the Registrar with a written order containing instructions and such other information as the relevant Issuer and the Registrar may require to complete, execute and deliver such individual definitive Registered Notes.

Transfers of Registered Notes

In the case of Registered Notes to be cleared through the CMU, CDP, Euroclear or Clearstream, transfers may be made at any time by a holder of an interest in a Global Certificate in accordance with the relevant rules, regulations and operating procedures of the applicable clearing systems.

SUBSCRIPTION AND SALE

Summary of Dealer Agreement

Subject to the terms and on the conditions contained in amended and restated dealer agreement dated 15 March 2019 (the “**Dealer Agreement**”) between the Company, Olam Treasury, the Arrangers and the Dealers, the Notes will be offered on a continuous basis by the Company, Olam Treasury to the Permanent Dealers. However, the Company and Olam Treasury have reserved the right to sell Notes directly on its own behalf to Dealers that are not Permanent Dealers. The Notes may be resold at prevailing market prices, or at prices related thereto, at the time of such resale, as determined by the relevant Dealer. The Notes may also be sold by the Company and Olam Treasury through the Dealers, acting as its agents. The Dealer Agreement also provides for Notes to be issued in syndicated Tranches that are jointly and severally or severally and not jointly underwritten by two or more Dealers.

In respect of Notes issued by either the Company or Olam Treasury, the relevant Issuer (as stated in the relevant Pricing Supplement) will pay each relevant Dealer (as stated in the relevant Pricing Supplement) a commission as agreed between the relevant Issuer and the relevant Dealer(s) in respect of Notes subscribed by it. The Company and Olam Treasury have agreed to reimburse the Arrangers for certain of their expenses incurred in connection with the establishment, and any future update, of the Programme.

The Company, the Treasury and the Guarantor have agreed to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement entitles the Dealers to terminate any agreement that they make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the Company or the Treasury.

The relevant Issuer, the Guarantor (in respect of each Tranche of Guaranteed Notes) and the relevant Dealer(s) may also, in relation to any Tranche of Notes, agree that the relevant Issuer will pay private banks or other selling agents a commission in order to facilitate the offering of the Notes.

Application has been made for permission to deal in and for the listing of any Notes which are agreed at the time of issue to be so listed on the SGX-ST. In connection with the offer and sale of each Series of Notes, the relevant Pricing Supplement will indicate whether or not and, if so, on which stock exchange(s) the Notes will be listed. No assurances can be given that the Programme will qualify for listing on a stock exchange. In addition, no assurances can be given that if the Programme qualifies for listing on a stock exchange and the relevant Pricing Supplement indicates that such Series of Notes will be listed on a stock exchange, that such Series of Notes will qualify for listing on a stock exchange that such Notes will trade from their date of issuance until maturity (or early redemption) and that such listing will be maintained.

The Dealers and their affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. Each of the Dealers may have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company, the Treasury, the Guarantor or any of their subsidiaries, jointly controlled entities or associated companies from time to time. In the ordinary course of their various business activities, the Dealers and their affiliates may make or hold (on their own account, on behalf of clients or in their capacity as investment advisers) a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments and enter into other transactions, including credit derivatives (such as asset swaps, repackaging and credit default swaps) in relation thereto. Such transactions, investments and securities activities may involve securities and instruments of the Company, the Treasury, the Guarantor or any of their subsidiaries, jointly controlled entities or associated companies, including Notes issued under the Programme, may be entered into at the same time or proximate to offers and sales of Notes or at other times in the secondary market and be carried out with counterparties that

are also purchasers, holders or sellers of Notes. Notes issued under the Programme may be purchased by or be allocated to any Dealer or an affiliate for asset management and/or proprietary purposes but not with a view to distribution.

If a jurisdiction requires that an offering of Notes be made by a licensed broker or dealer and the Arrangers, the Dealers or any affiliate of theirs is a licensed broker or dealer in that jurisdiction, such offering shall be deemed to be made by them or such affiliate on behalf of the Company, the Treasury, the Guarantor in such jurisdiction.

Selling Restrictions

United States of America

The Notes have not been and will not be registered under the Securities Act and, subject to certain exceptions, the Notes may not be offered or sold within the United States. The Notes are being offered and sold outside of the United States in reliance on Regulation S.

Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder.

Each Dealer has agreed, and each further Dealer appointed under the Programme will be required to agree, that it will not offer, sell or, in the case of Bearer Notes, deliver the Notes, except as permitted by the Dealer Agreement. In addition, until 40 days after the commencement of the offering of the Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering of such tranche of Notes) may violate the registration requirements of the Securities Act.

This Offering Circular has been prepared by the Company, the for use in connection with the offer and sale of the notes outside the United States. The Company, the Treasury, the Guarantor and the Dealers reserve the right to reject any offer to purchase the Notes, in whole or in part, for any reason. This Offering Circular does not constitute an offer to any person in the United States. Distribution of this Offering Circular by any non-U.S. person outside the United States to any U.S. person or to any person within the United States, is unauthorised and any disclosure without the prior written consent of the Company, the Treasury, the Guarantor or of any of their contents to any such U.S. person or other person within the United States is prohibited.

European Economic Area — Public Offer Selling Restriction Under the Prospectus Directive

Unless the Pricing Supplement in respect of any Notes specifies the “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not have offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by the Offering Memorandum as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression “retail investor” means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or

- (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”); and
- (b) the expression an “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.

If the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented and agreed that in relation to each Member State of the European Economic Area which has implemented the Prospectus Directive each, (a “**Relevant Member State**”) with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”) no offering of the Notes may be the subject of an offering contemplated by the Offering Memorandum as completed by the Pricing Supplement in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, be made to the public in that Relevant Member State:

- (a) if the Pricing Supplement in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, **provided that** any such prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable and the Company, the Treasury and the Guarantor have consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Dealers; or
- (d) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive, **provided that** no such offer of Notes referred to in paragraphs (b) to (d) above shall require the Company, the Treasury, the Guarantor or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, and includes any relevant implementing measure in each Relevant Member State and the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU.

United Kingdom

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the Financial Services and Markets Act 2000 (the “**FSMA**”) by the Company, the Treasury or the Guarantor;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Company, the Treasury or the Guarantor; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

Hong Kong

In relation to each Tranche of Notes issued by the Company or the Treasury, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “**SFO**”), other than (i) to “professional investors” as defined in the SFO and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) (the “**Companies Ordinance**”) or which do not constitute an offer to the public within the meaning of the Companies Ordinance; and
- (b) it has not issued or had in its possession for the purposes of issue and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

Singapore

This Offering Circular has not been, and will not, be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented, warranted and agreed that, and each further Dealer appointed under the Programme will be required to represent, warrant and agree that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase and has not circulated or distributed, nor will it circulate or distribute, this Offering Memorandum and any other document or material in connection with the offer or sale, or

invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the “SFA”)) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person as defined in Section 275(2) of the SFA, or (in the case of such corporation) where the transfer arises from an offer referred to in Section 276(3)(i)(B) of the SFA or (in the case of such trust) where the transfer arises from an offer referred to in Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the “FIEA”) and, accordingly, each Dealer represents, warrants and undertakes that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Notes, in Japan or to, or for the benefit of, any Japanese Person or to others for re-offering or resale, directly or indirectly, in Japan or to any Japanese Person except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan. For the purposes of this paragraph, “**Japanese Person**” shall mean any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)).

PRC

Each Dealer has represented and undertaken and each further Dealer appointed under the Programme will be required to represent and undertake, that the offer of the Notes is not an offer of securities within the meaning of the PRC Securities Law or other pertinent laws and regulations of the PRC and the Notes are not being offered or sold and may not be offered or sold, directly or indirectly, in the PRC (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities laws of the PRC.

SCHEDULE C
FORM OF PRICING SUPPLEMENT IN RELATION TO NOTES
OTHER THAN PERPETUAL SECURITIES

The form of Pricing Supplement that will be issued in respect of each Tranche, subject only to the deletion of non-applicable provisions, is set out below:

MiFID II product governance/target market – *[appropriate target market legend to be included]*

Option 1: Legend for issuances involving one or more MiFID Firm manufacturers

[MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, “**MiFID II**”)] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

Option 2: Legend for issuances where there are no MiFID Firm manufacturers

[MiFID II product governance/Professional investors and ECPs only target market – For the purposes of Directive EU 2014/65/EU (as amended, “**MiFID II**”), the target market in respect of the Notes is expected to be eligible counterparties and professional clients only, each as defined in MiFID II. Any person offering, selling or recommending the Notes (a “**distributor**”) should take into consideration such target market; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes and determining appropriate distribution channels.]

Option 3: Legend for issuances where there is a sole manager that is a MiFID Firm manufacturer (i.e. no syndicate) (and assuming that none of the Issuer, the Guarantor or other credit provider is a MiFID regulated entity)

[MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, “**MiFID II**”)] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.]

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information

document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[Notification under Section 309B(1) of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”) – [To insert notice if classification of the Notes is not “prescribed capital markets products”, pursuant to Section 309B of the SFA.]]

Pricing Supplement dated [●]

**[OLAM INTERNATIONAL LIMITED/OLAM TREASURY PTE. LTD.]
Issue of [Aggregate Principal Amount of Tranche] [Title of Notes]**

under the U.S.\$5,000,000,000 Euro Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes other than the Perpetual Securities (the “**Conditions**”) set forth in the Offering Circular dated [●] 2019 [and the supplemental Offering Circular dated [●]]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular as so supplemented.

[The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.]

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes other than the Perpetual Securities (the “**Conditions**”) set forth in the Offering Circular dated [●]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated [current date] [and the supplemental Offering Circular dated [●], save in respect of the Conditions which are extracted from the Offering Circular dated [●] and are attached hereto.]

[The following language applies if the Notes are intended to be Qualifying Debt Securities for the purposes of the Income Tax Act, Chapter 134 of Singapore.]

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, Chapter 134 of Singapore (the “**ITA**”), shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the ITA.]

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or subparagraphs. Italics denote directions for completing the Pricing Supplement.]

- | | | |
|-----|--|--|
| 1. | Issuer | [Olam International Limited/Olam Treasury Pte. Ltd.] ¹ |
| 2. | [Guarantor] | [Olam International Limited] |
| 3. | (i) [Series Number:] | [●] |
| | (ii) [Tranche Number: (If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible.)] | [●] |
| 4. | Specified Currency or Currencies: | [●] [●] |
| 5. | Aggregate Principal Amount: | |
| | (i) [Series:] | [●] |
| | (ii) [Tranche:] | [●] |
| 6. | (i) Issue Price: | [●] per cent, of the Aggregate Principal Amount [plus accrued interest from [insert date] (in the case of fungible issues only, if applicable)] |
| | (ii) Net Proceeds: | [●] |
| 7. | (i) Specified Denominations: | [●] |
| | (ii) Calculation Amount: | [●] |
| 8. | (i) Issue Date: | [●] |
| | (ii) Interest Commencement Date: | [Specify/Issue date/Not Applicable] |
| 9. | Maturity Date: | [specify date or (for Floating Rate Notes) Interest Payment Date falling in or nearest to the relevant month and year] ² |
| 10. | Interest Basis: | [[●] per cent. Fixed Rate]
[[specify reference rate] +/- [●] per cent. Floating Rate]
[Zero Coupon]
[Index Linked Interest]
[Other (specify)]
(further particulars specified below) |
| 11. | Redemption/Payment Basis: | [Redemption at par]
[Index Linked Interest]
[Dual Currency]
[Partly Paid]
[Instalment]
[Other (specify)] |

1 Note that for Renminbi or Hong Kong Dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification, it will be necessary to use the second option.

2 Note that for Renminbi or Hong Kong Dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification, it will be necessary to use the second option.

12. Change of Interest or Redemption/Payment Basis: [*Specify details of any provision for convertibility of Notes into another interest or redemption/payment basis*]
13. Put/Call Options: [Investor Put]
[Issuer Call]
[(further particulars specified below)]
14. Status of the Notes: Senior
15. Listing and admission to trading: [] (*specify*)/None]
16. Method of distribution: [Syndicated/Non-syndicated]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. Fixed Rate Note Provisions: [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Rate[(s)] of Interest: [] per cent. per annum [payable [annually/semi-annually/quarterly/monthly] in arrear]
- (ii) Interest Payment Date(s): [] in each year [adjusted in accordance with [*specify Business Day Convention and any applicable Business Center(s) for the definition of “Relevant Business Day’s”*]/[not adjusted]
- (iii) Fixed Coupon Amount[(s)]: [] per Calculation Amount¹
- (iv) Broken Amount(s): [] per Calculation Amount, payable on the Interest Payment Date falling [in/on] []
- (v) Day Count Fraction: [30/360/Actual/Actual(ICMA/ISDA)/other]
- (vi) [Determination Dates: [] in each year (*insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA)*)]
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: [Not Applicable/give details]
18. Floating Rate Note Provisions: [Applicable/Not Applicable] (*If not applicable, delete the remaining sub-paragraphs of this paragraph*)
- (i) Interest Period(s): []
- (ii) Specified Interest Payment Dates: []
- (iii) Interest Period Date: []
(Not applicable unless different from Interest Payment Date)

1 For Renminbi or Hong Kong Dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification the following alternative wording is appropriate: “Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNY0.01, CNY0.005 for the case of Renminbi denominated Fixed Rate Notes to the nearest HK\$0.01, HK\$0.005 for the case of Hong Kong Dollar denominated Fixed Rate Notes, being rounded upwards”.

- (iv) Business Day Convention: [Floating Rate Business Day Convention/
Following Business Day Convention/Modified
Following Business Day Convention/Preceding
Business Day Convention/other (*give details*)]
- (v) Business Centre(s) (Condition 5(k)): [●]
- (vi) Manner in which the Rate(s) of Interest
is/are to be determined: [Screen Rate Determination/ISDA Determination/
other (*give details*)]
- (vii) Party responsible for calculating the
Rate(s) of Interest and Interest Amount(s)
(if not the Calculation Agent): [●]
- (viii) Screen Rate Determination:
- Reference Rate: [●]
*(Either LIBOR, EURIBOR, HIBOR, SIBOR, SOR
or other, although additional information is
required if other)*
 - Interest Determination Date(s): [●]
*(the day falling two Business Days in London for
the Specified Currency prior to the first day of
such Interest Accrual Period if the Specified
Currency is not Sterling, euro or Hong Kong
Dollars or Renminbi or first day of each Interest
Accrual Period if the Specified Currency is
Sterling or Hong Kong Dollars or Renminbi or
the day falling two TARGET Business Days prior
to the first day of such Interest Accrual Period if
the Specified Currency is euro)*
 - Relevant Screen Page: [●]
*[(In the case of EURIBOR, if not Reuters page
EURIBOR 01 ensure it is a page which shows a
composite rate or amend the fallback provisions
appropriately)]*
- (ix) Reference Banks: [●]
- (x) ISDA Determination:
- Floating Rate Option: [●]
 - Designated Maturity: [●]
 - Reset Date: [●]
 - ISDA Definitions: 2006 (if different to those set out in the
Conditions, please specify)
- (xi) Margin(s): [+/-] [●] per cent. per annum
- (xii) Minimum Rate of Interest: [●] per cent. per annum
- (xiii) Maximum Rate of Interest: [●] per cent. per annum
- (xiv) Day Count Fraction: [●]
- (xv) Fall back provisions, rounding provisions,
denominator and any other terms relating
to the method of calculating interest on
Floating Rate Notes, if different from
those set out in the Conditions: [●]

19. Zero Coupon Note Provisions: [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Amortisation Yield: [●] per cent. per annum
- (ii) Any other formula/basis of determining amount payable: [●]
20. Index Linked Interest Note Provisions: [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Index/Formula: [give or annex details]
- (ii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):
- (iii) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable or otherwise disrupted: [●]
- (iv) Interest Period(s): [●]
- (v) Specified Interest Payment Dates: [●]
- (vi) Business Day Convention: [Floating Rate Business Day Convention/ Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)]
- (vii) Business Centre(s): [●]
- (viii) Minimum Rate of Interest: [●] per cent. per annum
- (ix) Maximum Rate of Interest: [●] per cent. per annum
- (x) Day Count Fraction: [●]
21. Dual Currency Note Provisions: [Applicable/Not Applicable]
(If not applicable, delete the remaining subparagraphs of this paragraph)
- (i) Rate of Exchange/method of calculating Rate of Exchange: [give details]
- (ii) Party, if any, responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): [●]
- (iii) Provisions applicable where calculation by reference to Rate of Exchange impossible or impracticable: [●]
- (iv) Person at whose option Specified Currency(ies) is/are payable: [●]

PROVISIONS RELATING TO REDEMPTION

22. Call Option: [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Optional Redemption Date(s): [●]

- (ii) Optional Redemption Amount(s) of each Note and specified denomination method, if any, of calculation of such amount(s): [●] per Calculation Amount
- (iii) If redeemable in part:
- (a) Minimum Redemption Amount: [●] per Calculation Amount
- (b) Maximum Redemption Amount: [●] per Calculation Amount
- (iv) Notice period: [●]
23. Put Option: [Applicable/Not Applicable]
(If not applicable, delete the remaining subparagraphs of this paragraph)
- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation amount
- (iii) Notice period: [●]
24. Final Redemption Amount of each Note: [●] per Calculation amount
25. Early Redemption Amount: [Applicable/Not Applicable]
(If not applicable, delete the remaining subparagraphs of this paragraph)

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes: [Bearer Notes/Registered Notes]
 [Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note]
 [Temporary Global Note exchangeable for Definitive Notes on [●] days' notice] (For *this option to be available, such Notes shall only be issued in denominations that are equal to, or greater than, EUR100,000 (or its equivalent in other currencies)*)
 [Permanent Global Note/Global Certificate exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note/Global Certificate]
 [Definitive Notes]
27. Financial Centre(s) or other special provisions relating to Payment Dates: [Not Applicable/give details. Note that this paragraph relates to the date and place of payment, and not interest period end dates, to which sub-paragraphs 16(ii), 17(iv) and 19(vii) relate]

28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): [Yes/No. If yes, *give details*]
29. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: [Not Applicable/*give details*]
30. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: [Not Applicable/*give details*]
31. Redenomination, renominatisation and reconventioning provisions: [Not Applicable/The provisions [annexed to this Pricing Supplement] apply]
32. Consolidation provisions: [Not Applicable/The provisions [in Condition [●]] [annexed to this Pricing Supplement] apply]
33. Other terms or special conditions: [Not Applicable/*give details*]
- DISTRIBUTION**
34. (i) If syndicated, names of Managers: [Not Applicable/*give name*]
(ii) Stabilising Manager (if any): [Not Applicable/*give name*]
35. If non-syndicated, name of Dealer: [Not Applicable/*give name*]
36. U.S. selling restrictions: [Reg. S Category 1/2; TEFRA D/TEFRA C/TEFRA Not Applicable] The Notes are being offered and sold only in accordance with Regulation S.
37. Additional selling restrictions: [Not Applicable/*give details*]
38. Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable]
(If the Notes clearly do not constitute “packaged” products, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no KID will be prepared, “Applicable” should be specified.)
39. Total commission and concession: [Not Applicable/*give details*]
40. Private banking commission: [Not Applicable/*give details*]
- OPERATIONAL INFORMATION**
41. [ISIN Code: [●]]
42. Common Code: [●]
43. [CMU Instrument Number: [●]]
44. Any clearing system(s) other than Euroclear Bank, Clearstream, CDP or the CMU and the relevant identification number(s): [Not Applicable/*give name(s) and number(s)*]
45. Delivery: Delivery [against/free of] payment
46. Additional Paying Agent(s) (if any): [●]

GENERAL

- 47. The aggregate principal amount of Notes in the Specified Currency issued has been translated into U.S. Dollars at the rate specified, producing a sum of: [Not applicable/Exchange rate of Specified Currency: U.S. Dollar/U.S. Dollar equivalent: [●]]
- 48. In the case of Registered Notes, specify the location of the office of the Registrar: [●]
- 49. In the case of Bearer Notes, specify the location of the office of the Issuing and Paying Agent if other than London: [●]
- 50. Ratings: [The Notes to be issued are unrated]

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue and admission to trading on the *[specify relevant stock exchange/market]* of the Notes described herein pursuant to the U.S.\$5,000,000,000 Euro Medium Term Note Programme.

[STABILISATION

In connection with this issue, *[insert name(s) of Stabilising Manager(s)]* (or persons acting on behalf of the Stabilising Manager(s) (the “**Stabilising Manager(s)**”) may over-allot Notes or effect transactions with a view to supporting the price of the Notes at a level higher than that which might otherwise prevail for a limited period after the Issue Date. However, there is no obligation on such Stabilising Manager(s) to do this. Such stabilising, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilising shall be in compliance with all applicable laws, regulations and rules.)

[INVESTMENT CONSIDERATIONS

There are significant risks associated with the Notes including, but not limited to, counterparty risk, country risk, price risk and liquidity risk. Investors should contact their own financial, legal, accounting and tax advisers about the risks associated with an investment in these Notes, the appropriate tools to analyse that investment, and the suitability of the investment in each investor’s particular circumstances. No investor should purchase the Notes unless that investor understands and has sufficient financial resources to bear the price, market liquidity, structure and other risks associated with an investment in these Notes.

Before entering into any transaction, investors should ensure that they fully understand the potential risks and rewards of that transaction and independently determine that the transaction is appropriate given their objectives, experience, financial and operational resources and other relevant circumstances. Investors should consider consulting with such advisers as they deem necessary to assist them in making these determinations.]

RESPONSIBILITY

[The Issuer/Each of the Issuer and the Guarantor] accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of **[OLAM INTERNATIONAL LIMITED/OLAM TREASURY PTE. LTD.]**:

By: _____
Duly authorised

[Signed on behalf of **OLAM INTERNATIONAL LIMITED**:

By: _____
Duly authorised

SCHEDULE D

FORM OF PRICING SUPPLEMENT IN RELATION TO PERPETUAL SECURITIES

The form of Pricing Supplement that will be issued in respect of each Tranche, subject only to the deletion of non-applicable provisions, is set out below:

MiFID II product governance/target market – *[appropriate target market legend to be included]*

Option 1: Legend for issuances involving one or more MiFID Firm manufacturers

[MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, “**MiFID II**”)] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

Option 2: Legend for issuances where there are no MiFID Firm manufacturers

[MiFID II product governance/Professional investors and ECPs only target market – For the purposes of Directive EU 2014/65/EU (as amended, “**MiFID II**”), the target market in respect of the Notes is expected to be eligible counterparties and professional clients only, each as defined in MiFID II. Any person offering, selling or recommending the Notes (a “**distributor**”) should take into consideration such target market; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes and determining appropriate distribution channels.]

Option 3: Legend for issuances where there is a sole manager that is a MiFID Firm manufacturer (i.e. no syndicate) (and assuming that none of the Issuer, the Guarantor or other credit provider is a MiFID regulated entity)

[MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, “**MiFID II**”)] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.]

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information

document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[Notification under Section 309B(1) of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”) – [To insert notice if classification of the Notes is not “prescribed capital markets products”, pursuant to Section 309B of the SFA.]]

Pricing Supplement dated [●]

**[OLAM INTERNATIONAL LIMITED/OLAM TREASURY PTE. LTD.]
Issue of [Aggregate Principal Amount of Tranche] [Title of Perpetual Securities]**

under the U.S.\$5,000,000,000 Euro Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Perpetual Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Perpetual Securities (the “**Perpetual Security Conditions**”) set forth in the Offering Circular dated [●] 2019 [and the supplemental Offering Circular dated [●]]. This Pricing Supplement contains the final terms of the Perpetual Securities and must be read in conjunction with such Offering Circular as so supplemented.

[The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.]

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Perpetual Securities (the “**Perpetual Security Conditions**”) set forth in the Offering Circular dated [●]. This Pricing Supplement contains the final terms of the Perpetual Securities and must be read in conjunction with the Offering Circular dated [current date] [and the supplemental Offering Circular dated [●]], save in respect of the Perpetual Security Conditions which are extracted from the Offering Circular dated [●] and are attached hereto.]

[The following language applies if the Notes are intended to be Qualifying Debt Securities for the purposes of the Income Tax Act, Chapter 134 of Singapore in which case reference to the term “interest” shall be construed to mean distribution (including Arrears of Distribution and Additional Distribution Amounts, if applicable) in relation to Perpetual Securities:]

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, Chapter 134 of Singapore (the “**ITA**”), shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Notes is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the ITA.]

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs. Italics denote directions for completing the Pricing Supplement.]

1. Issuer [Olam International Limited/Olam Treasury Pte. Ltd.]
2. [Guarantor] [Olam International Limited]
3. (i) [Series Number:] [●]
 (ii) [Tranche Number: *(If fungible with an existing Series, details of that Series, including the date on which the Notes became fungible.)*] [●]
4. Specified Currency or Currencies:
5. Aggregate Principal Amount:
 (i) [Series:] [●]
 (ii) [Tranche:] [●]
6. (i) Issue Price: [●] per cent. of the Aggregate Principal Amount [plus accrued distribution from *[insert date]* (in the case of fungible issues only, if applicable)]
 (ii) Net Proceeds: [●]
7. (i) Specified Denominations: [●]
 (ii) Calculation Amount: [●]
8. (i) Issue Date: [●]
 (ii) Distribution Commencement Date: [●]
9. Distributions:
 (i) Distribution Rate: [[●] per cent. Fixed Rate]
 [[*specify reference rate*] +/- [●] per cent. Floating Rate]
 [Index Linked Interest]
 [Other (*specify*)]
 (further particulars specified below)
 (ii) Distribution Deferral: [●]
 (iii) Cumulative Deferral: [●]
 (iv) Additional Distribution: [●]
 (v) Dividend Stopper: [●]
10. Redemption/Payment Basis: [Call Option Redemption]
 [Redemption for Accounting Reasons]
 [Redemption for Tax Deductibility Reasons]
 [Redemption in the case of Minimal Outstanding Amount]
 [Others]

11. Early Redemption Amount: *[Applicable/Not Applicable]*
(If not applicable, delete the remaining subparagraphs of this paragraph)
- (i) Early Redemption Amount(s) per Calculation Amount payable on redemption and/or the method of calculating the same:
- (ii) Make-Whole Amount:
- (iii) Reference Rate(s): [U.S. Treasuries]
 [Singapore Dollar Swap Offer Rate] *[Specify in any other case]*
12. Change of Distribution or Redemption/Payment Basis: *[Specify details of any provision for convertibility of Notes into another distribution or redemption/payment basis]*
13. Call Option: *[Applicable/Not Applicable]* *(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) First Call Date:
- (ii) [Additional Call Dates:]
14. Status of the Perpetual Securities: [Senior Perpetual Securities/Subordinated Perpetual Securities]
15. Parity Obligations: [Not Applicable/give details]
16. Junior Obligations: [Not Applicable/give details]
17. Listing and admission to trading: [(specify)/None]
18. Method of distribution: [Syndicated/Non-syndicated]

PROVISIONS RELATING TO DISTRIBUTIONS (IF ANY) PAYABLE

19. Fixed Rate Note Provisions: *[Applicable/Not Applicable]* *(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Distribution Rate: per cent, per annum [[subject to Condition 4(h),] payable [annually/semi-annually/quarterly/monthly] in arrear]
- (ii) Distribution Payment Date(s): in each year [adjusted in accordance with [specify Business Day Convention and any applicable Business Center(s) for the definition of “Relevant Business Day”]/[not adjusted]
- (iii) Fixed Coupon Amount[(s)]: per Calculation Amount¹
- (iv) Broken Amount(s): per Calculation Amount, [subject to Condition 4(h),] payable on the Distribution Payment Date falling [in/on]
- (v) Day Count Fraction: [30/360/Actual/Actual (ICMA/ISDA)/other]

¹ For Renminbi or Hong Kong Dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification the following alternative wording is appropriate: “Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNY0.01, CNY0.005 for the case of Renminbi denominated Fixed Rate Notes to the nearest HK\$0.01, HK\$0.005 for the case of Hong Kong Dollar denominated Fixed Rate Notes, being rounded upwards”.

- (vi) [Distribution Determination Dates: [●] in each year (insert regular distribution payment dates, ignoring issue date in the case of a long or short first coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))]
- (vii) Other terms (including step-up and reset mechanisms) relating to the method of calculating distribution for Fixed Rate Notes: [Not Applicable/give details]
20. Floating Rate Note Provisions: [Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Distribution Period(s): [●]
- (ii) Specified Distribution Payment Dates: [●]
- (iii) Distribution Period Date: [●]
(Not applicable unless different from Distribution Payment Date)
- (iv) Business Day Convention: [Floating Rate Business Day Convention/ Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other *(give details)*]
- (v) Business Centre(s): [●]
- (vi) Manner in which the Distribution Rate(s) is/are to be determined: [Screen Rate Determination/ISDA Determination/ other *(give details)*]
- (vii) Party responsible for calculating the Distribution Rate(s) and Distribution Amount(s) (if not the Calculation Agent): [●]
- (viii) Screen Rate Determination:
- Reference Rate: [●]
(Either LIBOR, EURIBOR, HIBOR, SIBOR, SOR or other, although additional information is required if other)
 - Distribution Determination Date(s): *(the day falling two Business Days in London for the Specified Currency prior to the first day of such Distribution Accrual Period if the Specified Currency is not Sterling, euro or Hong Kong Dollars or Renminbi or first day of each Distribution Accrual Period if the Specified Currency is Sterling or Hong Kong Dollars or Renminbi or the day falling two TARGET Business Days prior to the first day of such Distribution Accrual Period if the Specified Currency is euro)*
 - Relevant Screen Page: [●]
[(In the case of EURIBOR, if not Reuters page EURIBOR 01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)]

- (ix) Reference Banks: [●]
- (x) ISDA Determination:
- Floating Rate Option: [●]
 - Designated Maturity: [●]
 - Reset Date: [●]
 - ISDA Definitions: 2006 (if different to those set out in the Conditions, please specify)
- (xi) Margin(s): [+/-] [●] per cent. per annum
- (xii) Minimum Rate of Distribution: [●] per cent. per annum
- (xiii) Maximum Rate of Distribution: [●] per cent. per annum
- (xiv) Day Count Fraction: [●]
- (xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating distributions on Floating Rate Notes, if different from those set out in the Conditions: [●]
21. Index Linked Distribution Note Provisions: [Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Index/Formula: [give or annex details]
- (ii) Party responsible for calculating the Distribution Rate(s) and/or Distribution Amount(s) (if not the Calculation Agent): [●]
- (iii) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable or otherwise disrupted: [●]
- (iv) Distribution Period(s): [●]
- (v) Specified Distribution Payment Dates: [●]
- (vi) Business Day Convention: [Floating Rate Business Day Convention/ Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)]
- (vii) Business Centre(s): [●]
- (viii) Minimum Rate of [●] percent. per annum Distribution: [●]
- (ix) Maximum Rate of [●] percent. per annum Distribution: [●]
- (x) Day Count Fraction: [●]
22. Dual Currency Note Provisions: [Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Rate of Exchange/method of calculating Rate of Exchange: [●]

- (ii) Party, if any, responsible for calculating the Distribution Rate(s) and Distribution Amount(s) (if not the Agent):
- (iii) Provisions applicable where calculation by reference to Rate of Exchange impossible or impracticable:
- (iv) Person at whose option Specified Currency(ies) is/are payable:

GENERAL PROVISIONS APPLICABLE TO THE PERPETUAL SECURITIES

- 23. Form of Perpetual Securities: [Bearer Notes/Registered Notes]
 [Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]
 [Temporary Global Note exchangeable for Definitive Notes on days' notice] (*For this option to be available, such Perpetual Securities shall only be issued in denominations that are equal to, or greater than, EUR100,000 (or its equivalent in other currencies)*)
 [Permanent Global Note/Global Certificate exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note/Global Certificate]
 [Definitive Notes]
- 24. Financial Centre(s) or other special provisions relating to Payment Dates: [Not Applicable/give details] (*Note that this paragraph relates to the date and place of payment*)
- 25. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): [Yes/No. If yes, give details]
- 26. Redenomination renominatisation and reconventioning provisions: [Not Applicable/The provisions [annexed to this Pricing Supplement] apply]
- 27. Consolidation provisions: [Not Applicable/The provisions [in Perpetual Security Condition] [annexed to this Pricing Supplement] apply]
- 28. Other terms or special conditions: [Not Applicable/give name]

DISTRIBUTION

- 29. (i) If syndicated, names of Managers: [Not Applicable/give name]
(ii) Stabilising Manager (if any): [Not Applicable/give name]
- 30. If non-syndicated, name of Dealer: [Not Applicable/give name]
- 31. U.S. selling restrictions: [Reg. S Category 1/2; TEFRA D/TEFRA C/TEFRA Not Applicable] The Perpetual Securities are being offered and sold only in accordance with Regulation S
- 32. Additional selling restrictions: [Not Applicable/give details]

33. Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable]
(If the Securities clearly do not constitute “packaged” products, “Not Applicable” should be specified. If the Securities may constitute “packaged” products and no KID will be prepared, “Applicable” should be specified.)
34. Total commission and concession: [Not Applicable/give details]
35. Private banking commission: [Not Applicable/give details]

OPERATIONAL INFORMATION

36. [ISIN Code: [●]]
37. Common Code: [●]
38. [CMU Instrument Number: [●]]
39. Any clearing system(s) other than Euroclear Bank, Clearstream, CDP and the CMU and the relevant identification number(s): [Not Applicable/give name(s) and number(s)]
40. Delivery: Delivery [against/free of] payment
41. Additional Paying Agent(s) (if any): [●]

GENERAL

42. The aggregate principal amount of Perpetual Securities in the Specified Currency issued has been translated into U.S. Dollars at the rate specified, producing a sum of: [Not applicable/Exchange rate of Specified Currency: U.S. Dollar/U.S. Dollar equivalent: [●]]
43. In the case of Registered Notes, specify the location of the office of the Registrar: [●]
44. In the case of Bearer Notes, specify the location of the office of the Issuing and Paying Agent if other than London: [●]
45. Ratings: [The Perpetual Securities to be issued are unrated]

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue and admission to trading on the *[specify relevant stock exchange/market]* of the Perpetual Securities described herein pursuant to the U.S.\$5,000,000,000 Euro Medium Term Note Programme.

[STABILISATION

In connection with this issue, [insert name(s) of Stabilising Manager(s)] (or persons acting on behalf of the Stabilising Manager(s) (the “**Stabilising Manager(s)**”) may over-allot Notes or effect transactions with a view to supporting the price of the Notes at a level higher than that which might otherwise prevail for a limited period after the Issue Date. However, there is no obligation on such Stabilising Manager(s) to do this. Such stabilising, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilising shall be in compliance with all applicable laws, regulations and rules.)

[INVESTMENT CONSIDERATIONS

There are significant risks associated with the Perpetual Securities including, but not limited to, counterparty risk, country risk, price risk and liquidity risk. Investors should contact their own financial, legal, accounting and tax advisers about the risks associated with an investment in these Perpetual Securities, the appropriate tools to analyse that investment, and the suitability of the investment in each investor's particular circumstances. No investor should purchase the Perpetual Securities unless that investor understands and has sufficient financial resources to bear the price, market liquidity, structure and other risks associated with an investment in these Perpetual Securities.

Before entering into any transaction, investors should ensure that they fully understand the potential risks and rewards of that transaction and independently determine that the transaction is appropriate given their objectives, experience, financial and operational resources and other relevant circumstances. Investors should consider consulting with such advisers as they deem necessary to assist them in making these determinations.]

RESPONSIBILITY

[The Issuer/Each of the Issuer and the Guarantor] accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of [**OLAM INTERNATIONAL LIMITED/OLAM TREASURY PTE. LTD.**]:

By: _____
Duly authorised

GENERAL INFORMATION

- (1) Application has been made to the SGX-ST for permission to deal in and the quotation for any Notes that may be issued pursuant to the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the Official List of the SGX-ST. There is no assurance that the application to the SGX-ST for permission to deal in and quotation of the Notes of any Series (as defined herein) will be approved. The approval in-principle from, and admission to the Official List of, the SGX-ST is not to be taken as an indication of the merits of the Company, Olam Treasury, their subsidiaries, its associated companies, the Programme and/or the Notes. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained herein.
- (2) Each of the Company and Olam Treasury has obtained all necessary consents, approvals and authorisations in Singapore in connection with the establishment of the Programme. The update of the Programme was authorised by resolutions of the Board of Directors of the Company passed on 12 July 2012, 3 July 2014, 18 November 2016, 8 March 2018 and 13 March 2019. The update of the Programme was authorised by resolutions of the Board of Directors of Olam Treasury was passed on 8 March 2018. The giving of the Guarantee was authorised by resolutions of the Board of Directors of the Guarantor passed on 8 March 2018.
- (3) Except as disclosed in this Offering Circular, each of the Company and Olam Treasury is not involved in any litigation or arbitration proceedings that may have, a material adverse effect on the financial position of the Group, nor is the Company or Olam Treasury aware that any such proceedings are pending or threatened.
- (4) Except as disclosed in this Offering Circular, there has been no significant change in the financial position of the Group since 31 December 2018 and no material adverse change in the financial position of the Group since 31 December 2018.
- (5) Each Bearer Note having a maturity of more than one year, Receipt, Coupon and Talon will bear the following legend: “Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code”.
- (6) Notes have been accepted for clearance through Euroclear and Clearstream (which are the entities in charge of keeping the records) and CDP. The Company and Olam Treasury may also apply to have Notes accepted for clearance through the CMU. The relevant CMU instrument number will be set out in the relevant Pricing Supplement. The relevant ISIN, the Common Code and (where applicable) the identification number for any other relevant clearing system for each series of Notes will be specified in the relevant Pricing Supplement. If the Notes are to clear through an additional or alternative clearing system the appropriate information will be set out in the relevant Pricing Supplement.

The address of CDP is 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589. The address of Euroclear is 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium and the address of Clearstream is 42 Avenue JF Kennedy, L-1855 Luxembourg. The address of the CMU is 55th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong. The address of any alternative clearing system will be specified in the relevant Pricing Supplement.

- (7) The issue price and the amount of the relevant Notes will be determined, before filing of the relevant Pricing Supplement of each Tranche, based on the prevailing market conditions.

- (8) For so long as Notes may be issued pursuant to this Offering Circular, the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the Issuing and Paying Agent's office:
- (i) the Trust Deed (which includes the form of the Global Notes, the Global Certificates, the definitive Bearer Notes, the Certificates, the Coupons, the Receipts and the Talons) and the Agency Agreement;
 - (ii) the Constitution of each of the Company and Olam Treasury; and
 - (iii) a copy of this Offering Circular together with any supplement to this Offering Circular or further Offering Circular and any documents incorporated by reference in the Offering Circular or such supplement or further Offering Circular.
- (9) Copies of the Company's latest published annual report and accounts may be obtained, and copies of the Trust Deed will be available for inspection, at the specified offices of each of the Paying Agents during normal business hours, so long as any of the Notes is outstanding.
- (10) Ernst & Young LLP has audited, and rendered unqualified audit reports on, the consolidated financial statements of the Company for the year ended 31 December 2017. Ernst & Young LLP has given and has not withdrawn its written consent to the issue of this Offering Circular for the inclusion herein of (i) its name; and (ii) the independent auditor's report on the consolidated financial statements of the Company for the year ended 31 December 2017, in the form and context in which they appear in this Offering Circular, and reference to its name and such report in the form and context which they appear in this Offering Circular.

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OLAM INTERNATIONAL LIMITED

Financial Statements for the twelve months ended 31 December 2018

PART I: Information required for announcements of Quarterly (Q1, Q2, Q3 & Q4), Half-Year and Full Year Results.

1(a)(i) An income statement and statement of comprehensive income or a statement of comprehensive income for the Group together with a comparative statement for the corresponding period of the immediately preceding financial year.

Profit & Loss Statement – Twelve Months FY 2018

(in S\$'000)	Group			Group		
	12 Months Ended			3 Months ended		
	31-Dec-18	31-Dec-17	% change	31-Dec-18	31-Dec-17	% change
Sale of goods & services	30,479,056	26,272,529	16.0	8,460,411	7,235,204	16.9
Other income	87,742	207,531	(57.7)	41,135	176,014	(76.6)
Cost of goods sold	(27,985,803)	(23,757,685)	17.8	(7,978,893)	(6,520,667)	22.4
Net gain/(loss) from changes in fair value of biological assets	61,270	(15,250)	n.m.	70,873	(14,170)	n.m.
Depreciation & amortisation	(392,836)	(380,680)	3.2	(102,091)	(93,615)	9.1
Other expenses	(1,462,564)	(1,297,602)	12.7	(287,368)	(454,695)	(36.8)
Finance income	79,689	65,597	21.5	1,050	32,014	(96.7)
Finance costs	(548,464)	(531,178)	3.3	(159,310)	(124,089)	28.4
Share of results from jointly controlled entities and associates	62,525	67,631	(7.5)	29,313	46,485	(36.9)
Profit before tax	380,615	630,893	(39.7)	75,120	282,481	(73.4)
Income tax expense	(57,422)	(79,248)	(27.5)	(2,963)	(26,308)	(88.7)
Profit for the period	323,193	551,645	(41.4)	72,157	256,173	(71.8)
Attributable to:						
Owners of the Company	347,870	580,743	(40.1)	75,307	265,147	(71.6)
Non-controlling interests	(24,677)	(29,098)	(15.2)	(3,150)	(8,974)	(64.9)
	323,193	551,645	(41.4)	72,157	256,173	(71.8)

1(a)(ii) A statement of comprehensive income for the (“Group”) - Olam International Limited (“Company”) and its subsidiaries together with a comparative statement for the corresponding period of the immediately preceding financial year.

Statement of Comprehensive Income – Twelve Months FY 2018

(in S\$'000)	Group		Group	
	12 Months Ended		3 Months ended	
	31-Dec-18	31-Dec-17	31-Dec-18	31-Dec-17
Profit for the period	323,193	551,645	72,157	256,173
Other Comprehensive Income:				
Net (loss)/gain on fair value changes during the period	(194,286)	336,076	7,079	22,622
Recognised in the profit and loss account on occurrence of hedged transactions	(2,474)	(68,037)	14,912	(19,267)
Foreign currency translation adjustment	(43,473)	(357,694)	(114,422)	(99,959)
Share of other comprehensive income of jointly controlled entities and associates	(33,940)	65,520	(4,581)	44,144
Other comprehensive income	(274,173)	(24,135)	(97,012)	(52,460)
Total comprehensive income	49,020	527,510	(24,855)	203,713
Attributable to:				
Owners of the Company	87,778	560,419	(13,299)	213,826
Non-controlling interests	(38,758)	(32,909)	(11,556)	(10,113)
	49,020	527,510	(24,855)	203,713

1(b)(i) A statement of financial position (for the Issuer and Group), together with a comparative statement as at the end of the immediately preceding financial year.

Statement of financial position as at 31 December 2018

(in S\$'000)	Group		Company	
	31-Dec-18	31-Dec-17	31-Dec-18	31-Dec-17
Non-current assets				
Property, plant and equipment	5,809,948	5,625,837	10,722	13,285
Intangible assets	1,199,912	1,207,283	290,058	280,547
Biological assets	511,931	471,656	-	-
Investment in subsidiary companies	-	-	7,001,031	6,043,511
Interests in jointly controlled entities and associates	691,692	1,070,940	439,099	780,557
Long term investments	135,777	257,519	135,777	257,519
Deferred tax assets	166,785	95,871	-	-
Other non-current assets	27,786	25,852	-	-
	8,543,831	8,754,958	7,876,687	7,375,419
Current assets				
Amounts due from subsidiary companies	-	-	3,988,713	1,926,416
Trade receivables	2,435,168	1,901,925	1,307,958	965,592
Margin accounts with brokers	-	399,680	-	304,862
Inventories	6,468,157	6,044,681	1,608,225	1,405,000
Advance payments to suppliers	805,472	743,516	44,457	116,243
Advance payments to subsidiary companies	-	-	1,816,605	852,001
Cash and short-term fixed deposits	2,480,374	1,986,351	891,379	1,137,011
Derivative financial instruments	1,835,043	1,619,249	1,317,899	1,098,147
Other current assets	878,772	848,187	205,968	168,061
	14,902,986	13,543,589	11,181,204	7,973,333
Current liabilities				
Trade payables and accruals	(3,633,860)	(2,184,352)	(2,352,435)	(1,087,350)
Margin accounts with brokers	(121,017)	-	(168,499)	-
Borrowings	(4,777,121)	(4,660,209)	(2,891,457)	(2,309,058)
Derivative financial instruments	(928,631)	(851,947)	(688,823)	(685,128)
Provision for taxation	(151,994)	(162,977)	(26,954)	(81,343)
Other current liabilities	(456,399)	(473,313)	(100,003)	(111,131)
	(10,069,022)	(8,332,798)	(6,228,171)	(4,274,010)
Net current assets	4,833,964	5,210,791	4,953,033	3,699,323
Non-current liabilities				
Deferred tax liabilities	(422,625)	(416,991)	(2,957)	(6,662)
Borrowings	(6,491,114)	(6,927,729)	(4,478,115)	(4,985,786)
	(6,913,739)	(7,344,720)	(4,481,072)	(4,992,448)
Net assets	6,464,056	6,621,029	8,348,648	6,082,294
Equity attributable to owners of the Company				
Share capital	3,748,994	3,674,206	3,748,994	3,674,206
Treasury shares	(166,280)	(187,276)	(166,280)	(187,276)
Capital securities	1,046,406	1,045,773	1,046,406	1,045,773
Reserves	1,696,246	1,910,878	3,719,528	1,549,591
	6,325,366	6,443,581	8,348,648	6,082,294
Non-controlling interests	138,690	177,448	-	-
Total equity	6,464,056	6,621,029	8,348,648	6,082,294

1(b)(ii) Aggregate amount of Group's borrowings and debt securities.

Amounts repayable in one year or less or on demand

	31-Dec-18		31-Dec-17	
	Secured	Unsecured	Secured	Unsecured
	(in S\$'000)	(in S\$'000)	(in S\$'000)	(in S\$'000)
Overdrafts	-	84,161	-	104,544
Loans	74,627	3,858,156	17,885	4,269,984
Medium term notes	-	749,467	-	249,863
Finance lease	-	10,710	-	17,933
Total	74,627	4,702,494	17,885	4,642,324

Amounts repayable after one year

	31-Dec-18		31-Dec-17	
	Secured	Unsecured	Secured	Unsecured
	(in S\$'000)	(in S\$'000)	(in S\$'000)	(in S\$'000)
Medium / long term loans	88,632	2,753,687	101,141	2,641,945
Medium term notes	-	3,220,467	-	3,778,652
Bonds	-	339,064	-	332,122
Long term loans from third party	-	5,868	-	7,457
Finance lease	-	83,396	-	66,412
Total	88,632	6,402,482	101,141	6,826,588

1(c) A statement of cash flows (for the Group), together with a comparative statement for the corresponding period of the immediately preceding financial year is as follows:-

(in S\$'000)	Group		Group	
	12 Months Ended		3 Months ended	
	31-Dec-18	31-Dec-17	31-Dec-18	31-Dec-17
Cash flow from operating activities				
Profit before taxation	380,615	630,893	75,120	282,481
Adjustments for:				
Allowance for doubtful debts	32,699	43,911	17,951	38,315
Amortisation of intangible assets and depreciation of property, plant and equipment	392,836	380,680	102,091	93,615
Cost of share-based payment	14,432	20,184	(905)	5,476
Fair value of biological assets	(61,270)	15,250	(70,873)	14,170
Gain on disposal of subsidiary	(5,831)	(121,188)	(94)	(121,188)
Loss on disposal of jointly controlled entity and associate	25,930	-	1,730	-
Gain on disposal of property, plant and equipment and intangible assets	(28,718)	(29,205)	(7,289)	(27,647)
Interest income	(79,689)	(65,597)	(1,050)	(32,014)
Interest expense	548,464	531,178	159,310	124,089
Inventories written down, net	(2,265)	30,718	(7,485)	30,718
Share of results from jointly controlled entities and associates	(62,525)	(67,631)	(29,313)	(46,485)
Operating cash flow before reinvestment in working capital	1,154,678	1,369,193	239,193	361,530
(Increase) / decrease in inventories	(339,985)	856,220	(644,295)	(132,565)
(Increase)/ decrease in receivables and other current assets	(508,939)	(35,655)	188,443	(53,500)
(Increase)/ decrease in advance payments to suppliers	(49,597)	86,083	59,708	(119,591)
Decrease/ (increase) in margin account with brokers	502,716	(196,761)	34,169	(202,034)
Increase in payables and other current liabilities	1,326,433	124,835	1,021,938	504,241
Cash flow generated from operations	2,085,306	2,203,915	899,156	358,081
Interest income received	79,689	65,597	1,050	32,014
Interest expense paid	(543,811)	(529,581)	(149,055)	(99,808)
Tax paid	(137,929)	(82,098)	(13,717)	(12,616)
Net cash flow generated from operating activities	1,483,255	1,657,833	737,434	277,671
Cash flow from investing activities				
Proceeds from disposal of property, plant and equipment	77,323	197,359	18,555	151,369
Purchase of property, plant and equipment	(804,180)	(951,086)	(337,147)	(318,620)
Purchase of intangible assets	(16,956)	(7,163)	(7,785)	(3,033)
Acquisition of subsidiaries, net of cash acquired	(10,359)	-	-	-
Investment/loan to associates and jointly controlled entities, net	142,470	(12,374)	52,493	63,972
Advance for acquisition of subsidiary	(21,329)	-	-	-
Dividends received from jointly controlled entity and associate	1,009	22,278	276	22,278
Proceeds on disposal of intangible asset	2,642	-	-	-
Proceeds from disposal of jointly controlled entity and associate	195,162	-	113	-
Proceeds from divestment of subsidiary	17,228	113,539	-	113,539
Net cash flow (used in)/generated from investing activities	(416,990)	(637,447)	(273,495)	29,505
Cash flow from financing activities				
Dividends paid on ordinary shares by the Company	(237,728)	(180,399)	-	-
Repayment from borrowings, net	(308,265)	(1,385,209)	(602,518)	(513,579)
Proceeds from issuance of shares on exercise of share options	3,006	770	-	629
Proceeds from conversion of warrants	71,782	585,542	-	576,894
(Payment)/Proceeds from capital securities distribution	(54,849)	58,722	-	-
Purchase of treasury shares	(2,636)	-	(2,636)	-
Net cash flow (used in)/generated from financing activities	(528,690)	(920,574)	(605,154)	63,944
Net effect of exchange rate changes on cash and cash equivalents	(26,236)	(157,423)	(16,195)	(69,461)
Net increase/(decrease) in cash and cash equivalents	511,339	(57,611)	(157,410)	301,659
Cash and cash equivalents at the beginning of the period	1,881,807	1,939,418	2,550,556	1,580,148
Cash and cash equivalents* at the end of the period	2,393,146	1,881,807	2,393,146	1,881,807

*Cash and cash equivalents include cash and bank balances, fixed deposits less overdrafts and deposits committed.

1(d)(i) A statement for the Issuer and Group) showing either (i) all changes in equity, or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

12 months Group	Attributable to owners of the Company										Non-Controlling Interests \$'000	Total Equity \$'000
	Share capital \$'000	Treasury shares \$'000	Capital securities \$'000	Capital reserves \$'000	Foreign currency translation reserves \$'000	Fair value adjustment reserves \$'000	Share-based compensation reserves \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000		
At 1 January 2018	3,674,206	(187,276)	1,045,773	295,563	(1,006,585)	(130,785)	136,515	2,616,170	1,910,878	6,443,581	177,448	6,621,029
Profit for the period	-	-	-	-	-	-	-	347,870	347,870	347,870	(24,677)	323,193
Other comprehensive income												
Net loss on fair value changes during the financial period	-	-	-	-	-	(194,286)	-	-	(194,286)	(194,286)	-	(194,286)
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	(2,474)	-	-	(2,474)	(2,474)	-	(2,474)
Foreign currency translation adjustment	-	-	-	-	(29,392)	-	-	-	(29,392)	(29,392)	(14,081)	(43,473)
Share of other comprehensive income of jointly controlled entities and associates	-	-	-	-	(33,940)	-	-	-	(33,940)	(33,940)	-	(33,940)
Other comprehensive income for the financial period, net of tax												
	-	-	-	-	(63,332)	(196,760)	-	-	(260,092)	(260,092)	(14,081)	(274,173)
Total comprehensive income for the period												
	-	-	-	-	(63,332)	(196,760)	-	347,870	87,778	87,778	(88,758)	49,020
Contributions by and distributions to owners												
Purchase of treasury shares	-	(2,636)	-	-	-	-	-	-	-	(2,636)	-	(2,636)
Issue of shares on exercise of warrants	71,782	-	-	-	-	-	-	-	-	71,782	-	71,782
Issue of treasury shares on exercise of share options	3,006	2,887	-	-	-	-	(2,887)	-	(2,887)	3,006	-	3,006
Issue of treasury shares for restricted share awards	-	20,745	-	-	-	-	(20,745)	-	(20,745)	-	-	-
Share-based expense	-	-	-	-	-	-	14,432	-	14,432	14,432	-	14,432
Dividends on ordinary shares	-	-	-	-	-	-	-	(237,728)	(237,728)	(237,728)	-	(237,728)
Accrued capital securities distribution	-	-	55,482	-	-	-	-	(55,482)	(55,482)	-	-	-
Payment of capital securities distribution	-	-	(54,849)	-	-	-	-	-	-	(54,849)	-	(54,849)
Total contributions by and distributions to owners												
	74,788	20,996	633	-	-	-	(9,200)	(293,210)	(302,410)	(205,993)	-	(205,993)
Total transactions with owners in their capacity as owners												
	74,788	20,996	633	-	-	-	(9,200)	(293,210)	(302,410)	(205,993)	-	(205,993)
At 31 December 2018	3,748,994	(166,280)	1,046,406	295,563	(1,069,917)	(327,545)	127,315	2,670,830	1,696,246	6,325,366	138,690	6,464,056

12 months Group	Attributable to owners of the Company										Non-Controlling Interests \$'000	Total Equity \$'000
	Share capital \$'000	Treasury shares \$'000	Capital securities \$'000	Capital reserves \$'000	Foreign currency translation reserves \$'000	Fair value adjustment reserves \$'000	Share-based compensation reserves \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000		
At 1 January 2017	3,087,894	(190,465)	930,416	280,647	(703,306)	(398,824)	119,520	2,272,461	1,570,498	5,398,343	235,961	5,634,304
Profit for the period	-	-	-	-	-	-	-	580,743	580,743	580,743	(29,098)	551,645
Other comprehensive income	-	-	-	-	-	336,076	-	-	336,076	336,076	-	336,076
Net gain on fair value changes during the financial period	-	-	-	-	-	-	-	-	-	-	-	-
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	(353,883)	(68,037)	-	-	(68,037)	(68,037)	-	(68,037)
Foreign currency translation adjustment	-	-	-	-	-	-	-	-	(353,883)	(353,883)	(3,811)	(357,694)
Share of other comprehensive income of jointly controlled entities and associates	-	-	-	14,916	50,604	-	-	-	65,520	65,520	-	65,520
Other comprehensive income for the financial period, net of tax	-	-	-	14,916	(303,279)	268,039	-	-	(20,324)	(20,324)	(3,811)	(24,135)
Total comprehensive income for the period	-	-	-	14,916	(303,279)	268,039	-	580,743	560,419	560,419	(32,909)	527,510
Contributions by and distributions to owners	-	-	(235,800)	-	-	-	-	-	(235,800)	(235,800)	-	(235,800)
Buy back of capital securities	-	-	-	-	-	-	-	-	-	-	-	-
Issue of shares on exercise of warrants	585,542	-	-	-	-	-	-	-	585,542	585,542	-	585,542
Issue of shares on exercise of share options	770	-	-	-	-	-	-	-	770	770	-	770
Issue of treasury shares for restricted share awards	-	3,189	-	-	-	-	(3,189)	-	(3,189)	-	-	-
Issue of capital securities, net of transaction cost	-	-	347,727	-	-	-	-	-	-	347,727	-	347,727
Share-based expense	-	-	-	-	-	-	20,184	-	20,184	20,184	-	20,184
Dividends on ordinary shares	-	-	-	-	-	-	-	(180,399)	(180,399)	(180,399)	-	(180,399)
Accrued capital securities distribution	-	-	56,635	-	-	-	-	(56,635)	(56,635)	-	-	-
Payment of capital securities distribution	-	-	(53,205)	-	-	-	-	-	-	(53,205)	-	(53,205)
Total contributions by and distributions to owners	586,312	3,189	115,357	-	-	-	16,995	(237,034)	(220,039)	484,819	-	484,819
Changes in ownership interests in subsidiaries that do not result in loss of control	-	-	-	-	-	-	-	-	-	-	(25,604)	(25,604)
Capital reduction in subsidiary without change in ownership	-	-	-	-	-	-	-	-	-	-	(25,604)	(25,604)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	-	(25,604)	(25,604)
Total transactions with owners in their capacity as owners	586,312	3,189	115,357	-	-	-	16,995	(237,034)	(220,039)	484,819	(25,604)	459,215
At 31 December 2017	3,674,206	(187,276)	1,045,773	295,563	(1,006,585)	(130,785)	136,515	2,616,170	1,910,878	6,443,581	177,448	6,621,029

12 months Company	Attributable to owners of the Company									
	Share capital \$'000	Treasury shares \$'000	Capital securities \$'000	Capital reserves \$'000	Foreign currency translation reserves \$'000	Fair value adjustment reserves \$'000	Share-based compensation reserves \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000
At 1 January 2018	3,674,206	(187,276)	1,045,773	140,486	(141,027)	(130,779)	136,515	1,544,396	1,549,591	6,082,294
Profit for the period	-	-	-	-	-	-	-	2,530,133	2,530,133	2,530,133
Other comprehensive income										
Net loss on fair value changes during the financial period	-	-	-	-	-	(194,286)	-	-	(194,286)	(194,286)
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	(2,474)	-	-	(2,474)	(2,474)
Foreign currency translation adjustment	-	-	-	-	138,974	-	-	-	138,974	138,974
Other comprehensive income for the financial period, net of tax	-	-	-	-	138,974	(196,760)	-	-	(57,786)	(57,786)
Total comprehensive income for the period	-	-	-	-	138,974	(196,760)	-	2,530,133	2,472,347	2,472,347
Contributions by and distributions to owners										
Purchase of treasury shares	-	(2,636)	-	-	-	-	-	-	-	(2,636)
Issue of shares on exercise of warrants	71,782	-	-	-	-	-	-	-	-	71,782
Issue of treasury shares on exercise of share options	3,006	2,887	-	-	-	-	(2,887)	-	(2,887)	3,006
Issue of treasury shares for restricted share awards	-	20,745	-	-	-	-	(20,745)	-	(20,745)	-
Share-based expense	-	-	-	-	-	-	14,432	-	14,432	14,432
Dividends on ordinary shares	-	-	-	-	-	-	-	(237,728)	(237,728)	(237,728)
Accrued capital securities distribution	-	-	55,482	-	-	-	-	(55,482)	(55,482)	-
Payment of capital securities distribution	-	-	(54,849)	-	-	-	-	-	-	(54,849)
Total contributions by and distributions to owners	74,788	20,996	633	-	-	-	(9,200)	(293,210)	(302,410)	(205,993)
Total transactions with owners in their capacity as owners	74,788	20,996	633	-	-	-	(9,200)	(293,210)	(302,410)	(205,993)
At 31 December 2018	3,748,994	(166,280)	1,046,406	140,486	(2,053)	(327,539)	127,315	3,781,319	3,719,528	8,348,648

12 months Company	Attributable to owners of the Company									
	Share capital \$'000	Treasury shares \$'000	Capital securities \$'000	Capital reserves \$'000	Foreign currency translation reserves \$'000	Fair value adjustment reserves \$'000	Share-based compensation reserves \$'000	Revenue reserves \$'000	Total \$'000	Total \$'000
At 1 January 2017	3,087,894	(190,465)	930,416	140,486	298,656	(398,818)	119,520	1,045,062	1,204,906	5,032,751
Profit for the period	-	-	-	-	-	-	-	736,368	736,368	736,368
Other comprehensive income										
Net gain on fair value changes during the financial period	-	-	-	-	-	336,076	-	-	336,076	336,076
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	(68,037)	-	-	(68,037)	(68,037)
Foreign currency translation adjustment	-	-	-	-	(439,683)	-	-	-	(439,683)	(439,683)
Other comprehensive income for the financial period, net of tax	-	-	-	-	(439,683)	268,039	-	-	(171,644)	(171,644)
Total comprehensive income for the period	-	-	-	-	(439,683)	268,039	-	736,368	564,724	564,724
Contributions by and distributions to owners										
Buy back of capital securities	-	-	(235,800)	-	-	-	-	-	-	(235,800)
Issue of shares on exercise of warrants	585,542	-	-	-	-	-	-	-	-	585,542
Issue of shares on exercise of share options	770	-	-	-	-	-	-	-	-	770
Issue of treasury shares for restricted share awards	-	3,189	-	-	-	-	(3,189)	-	(3,189)	-
Issue of capital securities, net of transaction cost	-	-	347,727	-	-	-	-	-	-	347,727
Share-based expense	-	-	-	-	-	-	20,184	-	20,184	20,184
Dividends on ordinary shares	-	-	-	-	-	-	-	(180,399)	(180,399)	(180,399)
Accrued capital securities distribution	-	-	56,635	-	-	-	-	(56,635)	(56,635)	-
Payment of capital securities distribution	-	-	(53,205)	-	-	-	-	-	-	(53,205)
Total contributions by and distributions to owners	586,312	3,189	115,357	-	-	-	16,995	(237,034)	(220,039)	484,819
Total transactions with owners in their capacity as owners	586,312	3,189	115,357	-	-	-	16,995	(237,034)	(220,039)	484,819
At 31 December 2017	3,674,206	(187,276)	1,045,773	140,486	(141,027)	(130,779)	136,515	1,544,396	1,549,591	6,082,294

3 months Group	Attributable to owners of the Company										Non-Controlling Interests \$'000	Total Equity \$'000
	Share capital \$'000	Treasury shares \$'000	Capital securities \$'000	Capital reserves \$'000	Foreign currency translation reserves \$'000	Fair value adjustment reserves \$'000	Share-based compensation reserves \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000		
At 1 October 2018	3,748,994	(163,644)	1,032,133	295,563	(959,320)	(349,536)	128,220	2,609,796	1,724,723	6,342,206	150,246	6,492,452
Profit for the period	-	-	-	-	-	-	-	75,307	75,307	75,307	(3,150)	72,157
Other comprehensive income												
Net loss on fair value changes during the financial period	-	-	-	-	-	7,079	-	-	7,079	7,079	-	7,079
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	14,912	-	-	14,912	14,912	-	14,912
Foreign currency translation adjustment	-	-	-	-	(106,016)	-	-	-	(106,016)	(106,016)	(8,406)	(114,422)
Share of other comprehensive income of jointly controlled entities and associates	-	-	-	-	(4,581)	-	-	-	(4,581)	(4,581)	-	(4,581)
Other comprehensive income for the financial period, net of tax	-	-	-	-	(110,597)	21,991	-	-	(88,606)	(88,606)	(8,406)	(97,012)
Total comprehensive income for the period	-	-	-	-	(110,597)	21,991	-	75,307	(13,299)	(13,299)	(11,556)	(24,855)
Contributions by and distributions to owners												
Purchase of treasury shares	-	(2,636)	-	-	-	-	-	-	-	(2,636)	-	(2,636)
Share-based expense	-	-	-	-	-	-	(905)	-	(905)	(905)	-	(905)
Accrued capital securities distribution	-	-	14,273	-	-	-	-	(14,273)	(14,273)	-	-	-
Total contributions by and distributions to owners	-	(2,636)	14,273	-	-	-	(905)	(14,273)	(15,178)	(3,541)	-	(3,541)
Total transactions with owners in their capacity as owners	-	(2,636)	14,273	-	-	-	(905)	(14,273)	(15,178)	(3,541)	-	(3,541)
At 31 December 2018	3,748,994	(166,280)	1,046,406	295,563	(1,069,917)	(327,545)	127,315	2,670,830	1,696,246	6,325,366	138,690	6,464,056

3 months Group	Attributable to owners of the Company										Non-Controlling Interests \$'000	Total Equity \$'000
	Share capital \$'000	Treasury shares \$'000	Capital securities \$'000	Capital reserves \$'000	Foreign currency translation reserves \$'000	Fair value adjustment reserves \$'000	Share-based compensation reserves \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000		
At 1 October 2017	3,096,683	(187,841)	1,031,726	298,034	(954,380)	(134,140)	131,604	2,365,070	1,706,188	5,646,756	213,165	5,859,921
Profit for the period	-	-	-	-	-	-	-	265,147	265,147	265,147	(8,974)	256,173
Other comprehensive income												
Net gain on fair value changes during the financial period	-	-	-	-	-	22,622	-	-	22,622	22,622	-	22,622
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	(19,267)	-	-	(19,267)	(19,267)	-	(19,267)
Foreign currency translation adjustment	-	-	-	-	(98,820)	-	-	-	(98,820)	(98,820)	(1,139)	(99,959)
Share of other comprehensive income of jointly controlled entities and associates	-	-	-	(2,471)	46,615	-	-	-	44,144	44,144	-	44,144
Other comprehensive income for the financial period, net of tax	-	-	-	(2,471)	(52,205)	3,355	-	-	(51,321)	(51,321)	(1,139)	(52,460)
Total comprehensive income for the period	-	-	-	(2,471)	(52,205)	3,355	-	265,147	213,826	213,826	(10,113)	203,713
Contributions by and distributions to owners												
Issue of shares on exercise of warrants	576,894	-	-	-	-	-	-	-	-	576,894	-	576,894
Issue of shares on exercise of share options	629	-	-	-	-	-	(565)	-	629	629	-	629
Issue of treasury shares for restricted share awards	-	565	-	-	-	-	-	-	(565)	-	-	-
Share-based expense	-	-	-	-	-	-	5,476	-	5,476	5,476	-	5,476
Accrued capital securities distribution	-	-	14,047	-	-	-	-	(14,047)	(14,047)	-	-	-
Total contributions by and distributions to owners	577,523	565	14,047	-	-	-	4,911	(14,047)	(9,136)	582,999	-	582,999
Changes in ownership interests in subsidiaries that do not result in loss of control												
Capital reduction in subsidiary without change in ownership	-	-	-	-	-	-	-	-	-	-	(25,604)	(25,604)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	-	(25,604)	(25,604)
Total transactions with owners in their capacity as owners	577,523	565	14,047	-	-	-	4,911	(14,047)	(9,136)	582,999	(25,604)	557,395
At 31 December 2017	3,674,206	(187,276)	1,045,773	295,563	(1,006,585)	(130,785)	136,515	2,616,170	1,910,878	6,443,581	177,448	6,621,029

3 months Company	Attributable to owners of the Company									
	Share capital \$'000	Treasury shares \$'000	Capital securities \$'000	Capital reserves \$'000	Foreign currency translation reserves \$'000	Fair value adjustment reserves \$'000	Share-based compensation reserves \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000
At 1 October 2018	3,748,994	(163,644)	1,032,133	140,486	39,297	(349,530)	128,220	3,863,976	3,822,449	8,439,932
Profit for the period	-	-	-	-	-	-	-	(68,384)	(68,384)	(68,384)
Other comprehensive income										
Net loss on fair value changes during the financial period	-	-	-	-	-	7,079	-	-	7,079	7,079
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	14,912	-	-	14,912	14,912
Foreign currency translation adjustment	-	-	-	-	(41,350)	-	-	-	(41,350)	(41,350)
Other comprehensive income for the financial period, net of tax	-	-	-	-	(41,350)	21,991	-	-	(19,359)	(19,359)
Total comprehensive income for the period	-	-	-	-	(41,350)	21,991	-	(68,384)	(87,743)	(87,743)
Contributions by and distributions to owners										
Purchase of treasury shares	-	(2,636)	-	-	-	-	-	-	-	(2,636)
Share-based expense	-	-	-	-	-	-	(905)	-	(905)	(905)
Accrued capital securities distribution	-	-	14,273	-	-	-	-	(14,273)	(14,273)	-
Total contributions by and distributions to owners	-	(2,636)	14,273	-	-	-	(905)	(14,273)	(15,178)	(3,541)
Total transactions with owners in their capacity as owners	-	(2,636)	14,273	-	-	-	(905)	(14,273)	(15,178)	(3,541)
At 31 December 2018	3,748,994	(166,280)	1,046,406	140,486	(2,053)	(327,539)	127,315	3,781,319	3,719,528	8,348,648

3 months Company	Attributable to owners of the Company									
	Share capital \$'000	Treasury shares \$'000	Capital securities \$'000	Capital reserves \$'000	Foreign currency translation reserves \$'000	Fair value adjustment reserves \$'000	Share-based compensation reserves \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000
At 1 October 2017	3,096,683	(187,841)	1,031,726	140,486	(46,759)	(134,134)	131,604	1,581,250	1,672,447	5,613,015
Profit for the period	-	-	-	-	-	-	-	(22,807)	(22,807)	(22,807)
Other comprehensive income										
Net gain on fair value changes during the financial period	-	-	-	-	-	22,622	-	-	22,622	22,622
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	(19,267)	-	-	(19,267)	(19,267)
Foreign currency translation adjustment	-	-	-	-	(94,268)	-	-	-	(94,268)	(94,268)
Other comprehensive income for the financial period, net of tax	-	-	-	-	(94,268)	3,355	-	-	(90,913)	(90,913)
Total comprehensive income for the period	-	-	-	-	(94,268)	3,355	-	(22,807)	(113,720)	(113,720)
Contributions by and distributions to owners										
Issue of shares on exercise of warrants	576,894	-	-	-	-	-	-	-	-	576,894
Issue of shares on exercise of share options	629	-	-	-	-	-	-	-	-	629
Issue of treasury shares for restricted share awards	-	565	-	-	-	-	(565)	-	(565)	-
Share-based expense	-	-	-	-	-	-	5,476	-	5,476	5,476
Accrued capital securities distribution	-	-	14,047	-	-	-	-	(14,047)	(14,047)	-
Total contributions by and distributions to owners	577,523	565	14,047	-	-	-	4,911	(14,047)	(9,136)	582,999
Total transactions with owners in their capacity as owners	577,523	565	14,047	-	-	-	4,911	(14,047)	(9,136)	582,999
At 31 December 2017	3,674,206	(187,276)	1,045,773	140,486	(141,027)	(130,779)	136,515	1,544,396	1,549,591	6,082,294

- 1(d)(ii) Details of any changes in the Company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

	31-Dec-18	31-Dec-17
Shares to be issued upon exercise of:		
Warrants	-	51,077,331
Share options	68,952,000	71,267,000
Share Grant Plan*	37,601,452	38,897,596
Total number of shares	106,553,452	161,241,927

**Share Grant Plan:* The above grant of shares includes 9,178,000 (2017: 20,904,500) and 17,645,073 shares (2017: 9,656,173) which will be governed by the terms and conditions of the plan, including the achievement of pre-determined targets during the three-year performance period. The number of shares delivered pursuant to the award granted will range from 0% to 192.5% and 0% to 200.0% respectively, of the base award.

- 1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	31-Dec-18	31-Dec-17
Issued, fully paid shares :		
Balance number of shares as at the beginning of period	3,221,044,910	2,829,036,837
Issue of shares on exercise of warrants	49,973,747	391,928,073
Issue of shares on exercise of share options	-	80,000
Total no. of shares outstanding as at the end of period	3,271,018,657	3,221,044,910
Total no. of shares held as treasury shares	(88,589,323)	(99,533,600)
Total no. of shares outstanding as at the end of period net of treasury shares	3,182,429,334	3,121,511,310

- 1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

The Company used 12,564,277 treasury shares during the current financial period towards the release of 11,039,277 restricted share grants and issuance of 1,525,000 shares on exercise of share options.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The financial statements presented above have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

N. A.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The Group has adopted SFRS(I) on 1 January 2018, including improvements to SFRS(I) and Interpretations of SFRS(I) that are mandatory for financial years beginning on or after 1 January 2018, and in the twelve months ended 31 December 2018, where applicable.

The Group has adopted SFRS(I)15 effective from 1 January 2018 using retrospective approach and applies all the requirements of SFRS(I)15 retrospectively. Under SFRS(I)15 revenues are recognised upon transfer of promised goods or services to customers in amounts that reflect the consideration to which Group expect to be entitled in exchange for those goods or services based on the five step approach as prescribed in the standard excluding interest and dividend income and other such income from financial instruments recognised in accordance with SFRS(I) 9.

The adoption of these new / revised standards and interpretations did not result in significant change to the Group's accounting policies, which are consistent with those used in the audited financial statements as at 31 December 2017.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the changes.

The Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting period compared with the audited financial statements as at 31 December 2017.

6. Earnings per ordinary share of the Group for the current financial period reported and for the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

Reported earnings per ordinary share

Reported EPS	Group		Group	
	12 Months Ended		3 Months ended	
	31-Dec-18	31-Dec-17	31-Dec-18	31-Dec-17
(a) Based on weighted average no. of shares (cents/share)	9.20	18.62	1.92	8.20
(b) Based on fully diluted basis (cents/share)	9.08	17.92	1.89	8.05
Weighted average no. of shares applicable to basic earnings per share	3,178,664,663	2,814,058,047	3,183,380,530	3,060,888,456
Weighted average no. of shares based on fully diluted basis	3,220,803,182	2,924,188,686	3,221,650,683	3,119,800,203

7. Net asset value (for the Issuer and Group) per ordinary share based on the total number of issued shares of the issuer at the end of the:

- (a) current financial period reported on; and
 (b) immediately preceding financial year.

(In cents per share)	Group		Company	
	As at 31-Dec-18	As at 31-Dec-17	As at 31-Dec-18	As at 31-Dec-17
Net asset value (NAV) per ordinary share based on issued share capital as at end of the period	193.38	200.05	255.23	188.83

Net asset value (excluding capital securities) for the Group per ordinary share based on issued share capital at 31 December 2018 was 161.39 cents per share (31 December 2017:167.58 cents per share).

8. A review of the performance of the Group, to the extent necessary for a reasonable understanding of the Group's business. It must include a discussion of the following:

- (a) any significant factors that affected the turnover, costs, and earnings of the Group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
- (b) any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.

Please refer to the Management Discussion and Analysis ("MDA"), lodged on SGXNET along with the Financial Results statement, for a review of financial and operational performance.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

There was no forecast made by the Company.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next reporting period and the next 12 months.

Please refer to the MDA for a review of financial and operational performance.

11. Dividend

(a) Current Financial Period Reported on 31 December 2018.

Any dividend recommended for the current financial period reported on?

Name of Dividend	Interim Dividend	Second & Final Dividend
Dividend Type	Cash	Cash
Dividend rate (in cents)	3.50	4.00
Tax rate	One-tier tax exempt	One-tier tax exempt

(b) Corresponding Period of the immediately preceding Financial Year.

Any dividend declared for the corresponding period of the immediately preceding financial year?

Name of Dividend	Interim Dividend	Second & Final Dividend
Dividend Type	Cash	Cash
Dividend rate (in cents)	3.50	4.00
Tax rate	One-tier tax exempt	One-tier tax exempt

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

The dividend paid is tax exempt in the hands of shareholders.

(d) Date Payable

10 May 2019

(e) Books closure date

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of OLAM INTERNATIONAL LIMITED (the Company) will be closed at **5.00 pm on 3 May 2019** for the preparation of dividend warrants.

Duly completed registerable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services (Pte) Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to **5.00 p.m. on 3 May 2019** will be registered to determine shareholders entitlements to the said dividend.

Members whose Securities Accounts with The Central Depository Pte. Ltd. are credited with shares at **5.00 p.m. on 3 May 2019** will be entitled to the proposed dividend. Payment of the dividend, if approved by the members at the Annual General Meeting to be held on 24 April 2019, will be made on **10 May 2019**.

12. If no dividend has been declared/recommended, a statement to that effect.

N.A

13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Company has not obtained a general mandate from shareholders for Interested Person Transactions.

14. Confirmation of directors and executive officers' undertakings pursuant Listing Rule 720(1).

The Company has procured undertakings from all its directors and executive officers in compliance with Listing Rule 720(1).

15. Segmented revenue and results for business or geographical segments (of the Group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

(in S\$000's)	Edible Nuts and Spices		Confectionery & Beverage Ingredients		Food Staples & Packaged Foods		Industrial Raw Materials, Infrastructure and Logistics		Commodity Financial Services		Consolidated	
	12M Ended 31-Dec-18	12M Ended 31-Dec-17	12M Ended 31-Dec-18	12M Ended 31-Dec-17	12M Ended 31-Dec-18	12M Ended 31-Dec-17	12M Ended 31-Dec-18	12M Ended 31-Dec-17	12M Ended 31-Dec-18	12M Ended 31-Dec-17	12M Ended 31-Dec-18	12M Ended 31-Dec-17
Segmental revenue	4,312,017	4,491,982	7,129,800	8,136,794	14,506,279	9,767,124	4,530,960	3,876,629	-	-	30,479,056	26,272,529
Segmental results (EBITDA)	339,898	438,403	443,997	327,709	288,822	359,670	176,226	197,287	(13,076)	4,896	1,235,867	1,327,965
Depreciation & amortisation											(392,836)	(380,680)
Finance costs											(548,464)	(531,178)
Finance income											79,689	65,597
Exceptional items (gross of tax)											6,359	149,189
Profit before tax											380,615	630,893
Taxation											(57,422)	(79,248)
Profit for the period											323,193	551,645

16. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

Please refer to the MDA for a review of financial and operational performance.

17. A breakdown of sales and net profit.

(in S\$000's)	FY 2018 (12 Months)	FY 2017 (12 Months)	% Change
Sales for 1st 6M (Jan - Jun)	13,724,589	12,324,691	11.4%
Net Profit 1st 6M (Jan - Jun)	236,376	270,068	-12.5%
Sales for 2nd 6M (Jul - Dec)	16,754,467	13,947,838	20.1%
Net Profit 2nd 6M (Jul - Dec)	86,817	281,577	-69.2%

18. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

(in S\$000's)	FY 2018	FY 2017
Ordinary	237,728	180,399
Preference	-	-
Total	237,728	180,399

19. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(11) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>

There are no persons occupying managerial positions in the Company or any of its principal subsidiaries who are relatives of a director or chief executive officer or substantial shareholder of the Company.

On behalf of the Board of Directors

Lim Ah Doo
Chairman

Sunny George Verghese
Co-founder & Group CEO

BY ORDER OF THE BOARD

Sunny George Verghese
Co-founder & Group CEO

28 February 2019

Directors' Statement

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Olam International Limited (the 'Company') and its subsidiary companies (the 'Group') and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2017.

1. Opinion of the directors

In the opinion of the directors,

- (i) the financial statements set out on pages 12 to 84 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 2017, changes in equity of the Group and of the Company, the financial performance and the cash flows of the Group for the financial 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.

2. Directors

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

Lim Ah Doo

Sunny George Verghese

Jean-Paul Pinard

Sanjiv Misra

Nihal Vijaya Devadas Kaviratne CBE

Yap Chee Keong

Marie Elaine Teo

Rachel Eng Yaag Ngee

Yutaka Kyoya

Mitsumasa Icho (Appointed on 1 May 2017)

Shekhar Anantharaman

3. Arrangements to enable directors to acquire shares and debentures

Except as disclosed in this report, neither at the end of nor at any time during the financial year ended 31 December 2017 was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

Directors' Statement continued

4. Directors' interests in shares and debentures

According to the register of the directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

Name of directors	Held in the name of the director or nominee			Deemed interest		
	As at 1.1.2017 or date of appointment, if later	As at 31.12.2017	As at 21.1.2018	As at 1.1.2017 or date of appointment, if later	As at 31.12.2017	As at 21.1.2018
The Company						
Olam International Limited						
(a) Ordinary shares						
Sunny George Verghese	111,646,477	111,748,977	132,594,096	–	–	–
Shekhar Anantharaman	12,619,672	12,677,672	15,558,947	–	–	–
Jean-Paul Pinard	–	806,761	806,761	–	–	–
(b) \$275,000,000 7.0% Perpetual Capital Securities ('Capital Securities') issued in denominations of \$250,000 and in higher integral multiples of \$1,000 in excess thereof						
Jean-Paul Pinard	\$250,000	–	–	–	–	–
(c) 51,077,331 Warrants issued at an exercise price of US\$1.09 for each new share ¹						
Sunny George Verghese	20,178,230	20,845,119	–	–	–	–
Shekhar Anantharaman	2,789,093	2,881,275	–	–	–	–
Jean-Paul Pinard	780,949	–	–	–	–	–
(d) Euro Medium Term Note Programme						
Nihal Vijaya Devadas Kaviratne CBE ²	US\$200,000	US\$200,000	US\$200,000	–	–	–
(e) Options to subscribe for ordinary shares						
Sunny George Verghese	15,000,000	15,000,000	15,000,000	–	–	–
Shekhar Anantharaman	5,000,000	5,000,000	5,000,000	–	–	–

4. Directors' interests in shares and debentures continued

Name of directors	Held in the name of the director or nominee			Deemed interest		
	As at 1.1.2017 or date of appointment, if later	As at 31.12.2017	As at 21.1.2018	As at 1.1.2017 or date of appointment, if later	As at 31.12.2017	As at 21.1.2018
Subsidiaries of the Company's holding company						
Temasek Group of companies						
(a) Mapletree Greater China Commercial Trust Management Ltd (Unit holdings in Mapletree Greater China Commercial Trust)						
Sunny George Verghese	510,000	510,000	510,000	–	–	–
(b) Mapletree Logistics Trust Management Ltd (Unit holdings in Mapletree Logistics Trust)						
Sunny George Verghese	505,000	505,000	505,000	–	–	–
Lim Ah Doo	185,000	185,000	185,000	–	–	–
(c) Mapletree Commercial Trust Management Ltd. (3.25% Bonds due 3 February 2023)						
Yap Chee Keong	\$250,000	\$250,000	\$250,000	–	–	–
(d) Singapore Technologies Engineering Ltd (Ordinary Shares)						
Lim Ah Doo	31,300	42,600	42,600	–	–	–
(e) Starhub Ltd (Ordinary Shares)						
Nihal Vijaya Devadas Kaviratne CBE	19,000	23,000	23,000	–	–	–
Sanjiv Misra ³	60,000	60,000	60,000	–	–	–
Rachel Eng Yaag Ngee	6,900	19,800	19,800	–	–	–
(f) Mapletree Industrial Trust (Ordinary Shares)						
Marie Elaine Teo	11,800	11,800	11,800	–	–	–
Sanjiv Misra ³	–	100,000	100,000	–	–	–
(g) Singapore Airlines Limited (3.035% Notes due 2025)						
Yap Chee Keong	–	\$250,000	\$250,000	–	–	–

- On 29 January 2013, the Company undertook a renounceable underwritten rights issue (the 'Rights Issue') of US\$750,000,000 6.75 per cent. Bonds due 2018 (the 'Bonds'), with 387,365,079 free detachable warrants (the 'Warrants'). The Warrants were listed and quoted on the Official List of the Singapore Exchange Securities Trading Limited (SGX-ST). Each Warrant carries the right to subscribe for 1 new ordinary share in the capital of the Company (the 'New Share') at an original exercise price of US\$1.291 for each New Share. The Company has fully redeemed the Bonds. These Warrants are exercisable from 29 January 2016 to 29 January 2018. Under the terms and conditions of the Warrants, the exercise price of the Warrants and the number of Warrants may be adjusted as a result of certain events. At the end of the financial year, the exercise price of the Warrants was adjusted to US\$1.09 and a total of 51,077,331 Warrants were outstanding.
- This refers to the Notes issued under Series 006 of the US\$5,000,000,000 Euro Medium Term Note Programme ('EMTN') established by the Company on 6 July 2012 and subsequently updated on 14 July 2014, 21 August 2015 and 23 November 2016, comprising US\$300,000,000 in principal amount of 4.50 per cent fixed rate notes due 2020.
- Held in trust by Windsor Castle Holding Ltd for Sanjiv Misra and spouse.

5. Olam employee share option scheme and Olam share grant plan

The Company offers the following share plans to its employees:

- (a) Olam Employee Share Option Scheme, and
- (b) Olam Share Grant Plan.

These share plans are administered by the Human Resource & Compensation Committee ('HRCC'), which comprises the following directors:-

Lim Ah Doo

Jean-Paul Pinard

Sanjiv Misra

Mitsumasa Icho (Appointed 1 May 2017)

Rachel Eng Yaag Ngee

Olam Employee Share Option Scheme

The Olam Employee Share Option Scheme ('the ESOS') was approved by the shareholders on 4 January 2005 at the Extraordinary General Meeting of the Company. The ESOS Rules were amended on 29 October 2008 at the Extraordinary General Meeting of the Company. Under the amended rules, the directors (including Non-Executive directors and Independent directors) and employees of the Group are eligible to participate in the ESOS, and all subsequent options issued to the Group's employees and Executive directors shall have a life of ten years instead of five. For options granted to the Company's Non-Executive directors and Independent directors, the option period shall be no longer than five years. Controlling Shareholders and associates of Controlling Shareholders are not eligible to participate in the ESOS.

Pursuant to the voluntary conditional cash offer by Breedens International Pte Ltd approval was sought and granted on 8 April 2014 such that all outstanding options which have not been exercised at the expiry of the accelerated exercise period shall not automatically lapse and become null and void but will expire in accordance with their original terms. The ESOS has expired on 3 January 2015. The terms of the ESOS continue to apply to outstanding options granted under the ESOS. The ESOS rules amended on 29 October 2008 may be read in the Appendix 1 of the Company's circular dated 13 October 2008.

Details of all the options to subscribe for ordinary shares of the Company pursuant to the ESOS outstanding as at 31 December 2017 are as follows:-

Expiry date	Exercise price (\$)	Number of options
21 July 2019	2.28	32,175,000
17 February 2020	2.35	15,000,000
23 July 2020	2.64	3,185,000
17 December 2020	3.10	650,000
14 March 2021	2.70	1,195,000
30 December 2021	2.16	2,620,000
15 June 2022	1.76	16,442,000
Total		71,267,000

The details of options granted to the directors, are as follows:-

Name of Participant	Options granted during financial year under review	Exercise Price for options granted during the financial year under review	Aggregate options granted since the commencement of the scheme to the end of financial year under review	Aggregate options exercised since the commencement of the scheme to the end of financial year under review	Aggregate options outstanding as at the end of financial year under review
Sunny George Verghese	—	—	30,000,000	15,000,000	15,000,000
Shekhar Anantharaman	—	—	5,800,000	800,000	5,000,000

The 15,000,000 options granted to Sunny George Verghese in financial year 2010 were exercisable in three equal tranches of 5,000,000 each on or after the first, second and third anniversaries of the grant date (17 February 2010) at the exercise price of \$2.35 where the vesting conditions were met. The options will expire ten years after the date of grant.

The 1,750,000 options granted to Shekhar Anantharaman in financial year 2010 were exercisable in tranches of 25% and 75% at the end of the third and fourth anniversary from the date of grant (21 July 2009) at the exercise price of \$2.28 where the vesting conditions were met. The 3,250,000 options granted to Shekhar Anantharaman in financial year 2012 are exercisable in tranches of 25% and 75% at the end of the third and fourth anniversary respectively from the date of grant (15 June 2012) at the exercise price of \$1.76 if the vesting conditions are met. The options will expire ten years after the date of grant.

5. Olam employee share option scheme and Olam share grant plan continued

Olam Share Grant Plan

The Company had adopted the Olam Share Grant Plan ('OSGP') at the 2014 Annual General Meeting.

The OSGP helps retain staff whose contributions are essential to the well-being and prosperity of the Group and to give recognition to outstanding employees and executive directors of the Group who have contributed to the growth of the Group. The OSGP gives participants an opportunity to have a personal equity interest in the Company and will help to achieve the following positive objectives:

- motivate participants to optimise their performance standards and efficiency, maintain a high level of contribution to the Group and strive to deliver long-term shareholder value;
- align the interests of employees with the interests of the Shareholders of the Company;
- retain key employees and executive directors of the Group whose contributions are key to the long-term growth and profitability of the Group;
- instil loyalty to, and a stronger identification by employees with the long-term prosperity of, the Company; and
- attract potential employees with relevant skills to contribute to the Group and to create value for the Shareholders of the Company.

An employee's Award under the OSGP will be determined at the absolute discretion of the HRCC. In considering an Award to be granted to an employee, the HRCC may take into account, inter alia, the employee's performance during the relevant period, and his capability, entrepreneurship, scope of responsibility and skills set. The OSGP contemplates the award of fully-paid Shares, when and after pre-determined performance or service conditions are accomplished. Any performance targets set under the OSGP are intended to be based on longer-term corporate objectives covering market competitiveness, quality of returns, business growth and productivity growth. Examples of performance targets include targets based on criteria such as total shareholders' return, return on invested capital, economic value added, or on the Company meeting certain specified corporate target(s). It is also currently intended that a Retention Period, during which the Shares awarded may not be transferred or otherwise disposed of (except to the extent set out in the Award Letter or with the prior approval of the HRCC), may be imposed in respect of Shares awarded to the employees under the OSGP.

Details of the Awards granted (including to the directors), are as follows:-

Type of Grant	Performance share awards ('PSA')		Restricted share awards('RSA')	
	24 April 2017	5 May 2017	24 April 2017	5 May 2017
Date of Grant	24 April 2017	5 May 2017	24 April 2017	5 May 2017
Number of Shares which are subject of the Awards granted	9,711,173	40,000	4,456,173	20,000
Number of employees receiving Shares Awards	320	1	319	1
Market Value of Olam Shares on the Date of Grant	\$1.91	\$1.90	\$1.91	\$1.90
Number of Shares awarded granted to directors of the Company	Sunny George Verghese 392,147	-	Sunny George Verghese 392,147	-
	Shekhar Anantharaman 323,026	-	Shekhar Anantharaman 323,026	-
			Tranche 1 – 25%: 1 April 2018	Tranche 1 – 25%: 1 April 2018
			Tranche 2 – 25%: 1 April 2019	Tranche 2 – 25%: 1 April 2019
			Tranche 3 – 25%: 1 April 2020	Tranche 3 – 25%: 1 April 2020
			Tranche 4 – 25%: 1 April 2021	Tranche 4 – 25%: 1 April 2021
Vesting Date of Shares awarded	April 2020	April 2020	Tranche 4 – 25%: 1 April 2021	Tranche 4 – 25%: 1 April 2021

The actual number of shares to be delivered pursuant to the PSA granted in the table above will range from 0% to 200.0% of the base award and is contingent on the achievement of pre-determined targets set out in the three year performance period and other terms and conditions being met.

5. Olam employee share option scheme and Olam share grant plan continued

Olam Share Grant Plan continued

Type of Grant	Performance share awards ('PSA')		Restricted share awards ('RSA')
Date of Grant	7 April 2015	15 April 2016	15 April 2016
Number of Shares which are subject of the Awards granted	11,817,500	10,397,000	5,423,000
Number of employees receiving Shares Awards	280	297	294
Market Value of Olam Shares on the Date of Grant	\$1.985	\$1.72	\$1.72
Number of Shares awarded granted to directors of the Company	Sunny George Verghese 400,000 Shekhar Anantharaman 250,000	Sunny George Verghese 410,000 Shekhar Anantharaman 350,000	Sunny George Verghese 410,000 Shekhar Anantharaman 232,000 Tranche 1 – 25%: 1 April 2017 Tranche 2 – 25%: 1 April 2018 Tranche 3 – 25%: 1 April 2019 Tranche 4 – 25%: 1 April 2020
Vesting Date of Shares awarded	April 2018	April 2019	

The actual number of shares to be delivered pursuant to the PSA granted in the table above will range from 0% to 192.5% of the base award and is contingent on the achievement of pre-determined targets set out in the three year performance period and other terms and conditions being met.

The details of awards granted to the directors, are as follows:-

Name of Participant	Share awards granted during financial year under review	Aggregate share awards granted since the commencement of the scheme to the end of financial year under review	Aggregate share awards vested since the commencement of the scheme to the end of financial year under review	Aggregate share awards outstanding as at the end of financial year under review
Restricted Share Awards:				
Sunny George Verghese	392,147	802,147	102,500	699,647
Shekhar Anantharaman	323,026	555,026	58,000	497,026

Apart from that which is disclosed above, no directors or employees of the Group received 5% or more of the total number of options/shares available under the ESOS/OSGP.

The options/shares granted by the Company do not entitle the holder of the options, by virtue of such holding, to any right to participate in any share issue of any other company.

There were no incentive options/shares granted from commencement of ESOS/OSGP to the financial year end under review.

There were no options/shares granted at a discount.

There were no options/shares granted to controlling shareholders of the Company and their associates.

6. Audit Committee

The Audit Committee (the 'AC' or "Committee") comprises three Independent Non-Executive directors and a Non-Executive director. The members of the AC are Yap Chee Keong (Chairman), Nihal Vijaya Devadas Kaviratne CBE, Rachel Eng Yaag Ngee and Yutaka Kyoya (appointed on 1 May 2017). The AC performed the functions specified in section 201B(5) of the Singapore Companies Act, Chapter 50, the Singapore Code of Corporate Governance and the Listing Manual of the SGX-ST with full access and cooperation of the management and full discretion to invite any director or executive officer to attend its meetings.

In performing its function, the AC held seven meetings during the year and reviewed the following:

- audit plans of the internal and external auditors of the Company, and ensured the adequacy of the Company's system of accounting controls and the cooperation given by the Company's management to the external and internal auditors;
- quarterly and annual financial statements of the Group and the Company prior to their submission to the board of directors for adoption;
- scope of work of the external and internal auditors, the results of their examinations and their evaluation of the Company's internal accounting control systems;
- the Company's material internal controls, including financial, operational, compliance controls and risk management via the integrated assurance framework (including the in-business control framework and reporting), audit and reviews carried out by the internal auditors along with the reviews by the control functions;
- whistle-blowers' reports;
- legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes, and any reports received from regulators;
- independence and objectivity of the external auditors;
- interested person transactions (as defined in Chapter 9 of the Listing Manual of the SGX-ST); and
- the scope and results of the audit.

Further, the Committee

- held meetings with the external auditors and the management in separate executive sessions to discuss any matters that these groups believed should be discussed privately with the AC;
- made recommendations to the board of directors in relation to the external auditor's reappointment and their compensation; and
- reported actions and minutes of the AC meetings to the board of directors with such recommendations as the AC considered appropriate.

As part of the review of the independence and objectivity of the external auditors, the Committee reviewed the cost effectiveness of the audit conducted by the external auditors and the nature and extent of all non-audit services performed by the external auditors, and has confirmed that such services would not affect their independence.

The Committee has recommended to the Board that Ernst & Young LLP be nominated for re-appointment as independent auditor of the Company at the forthcoming Annual General Meeting. In appointing the auditors of the Company and its subsidiaries, the Company has complied with Rule 712 and Rule 715 of the Listing Manual of the SGX-ST.

Please refer to the additional disclosures on the AC provided in the Corporate Governance Report in the Company's Annual Report to shareholders.

7. Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as independent auditor.

On behalf of the board of directors,

Lim Ah Doo
Director

Sunny George Verghese
Director
20 March 2018

Independent Auditor's Report

For the financial year ended 31 December 2017

To the Members of Olam International Limited

Report on the financial statements

We have audited the accompanying financial statements of Olam International Limited (the 'Company') and its subsidiaries (collectively, the 'Group') set out on pages 12 to 84, which comprise the balance sheets of the Group and the Company as at 31 December 2017, the statements of changes in equity of the Group and the Company and the consolidated profit and loss account, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the financial year then ended, and a summary of significant accounting policies and other explanatory 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 Singapore Companies Act, Chapter 50 (the Act) and Financial Reporting Standards in Singapore (FRSs) 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 2017 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.

1 Fair value of retained interest in investment in jointly-controlled entity

During the current financial year, the Group divested 50% of an existing subsidiary as described in Note 13. As a result of the divestment, the retained interest of the investment at the Group is required to be remeasured and recorded at its fair value, which becomes the cost on initial recognition of the investment in a jointly-controlled entity. The fair value of the retained interest was determined using a value-in-use model by discounting the underlying cash flow forecasts. Due to the measurement of fair value being inherently judgemental, we have considered this to be a key audit matter.

Our procedures in relation to assessing the fair value measurement included:

- Understanding how the management determines the fair value measurement of the retained interest
- Evaluating the reasonableness of management's conclusions on key assumptions including forecast cash flows focusing on revenues and earnings before interest, tax depreciation and amortisation ('EBITDA'), assessing the appropriateness of discount rates with the assistance of our valuation specialist, and growth rates to historical trends and external market data to assess the reliability of management's forecast
- Testing the mathematical accuracy of the model

Key audit matters continued

2 Impairment assessment of goodwill, indefinite life intangible assets and fixed assets

The Group makes and has significant investments in fixed assets, goodwill and intangible assets as disclosed in Notes 10 and 11 respectively that are associated with its operations and business units around the world. Management performs periodic reviews of goodwill, intangible assets with indefinite life and fixed assets for indication of impairment. Impairment assessments are performed whenever there are indicators of impairment based on the periodic reviews, or as part of an annual impairment assessment exercise as required. Realisable values of the fixed assets, goodwill and indefinite life intangible assets are determined based on the business units' cash flow forecasts and are performed by management with the help of independent professional valuers where applicable. Due to the element of judgement exercised in forecasting and discounting future cash flows, we have considered this to be a key audit matter.

Our procedures included:

- Evaluating the reasonableness of management's conclusions on key assumptions including forecast cash flows focusing on revenues and earnings before interest, tax depreciation and amortisation ('EBITDA'), assessing the appropriateness of discount rates with the assistance of our valuation specialist where required and growth rates to historical trends to assess the reliability of management's forecast and, in addition to comparing forecast assumptions to external market analysis, whilst considering the risk of management bias.
- Where independent professional valuers are involved, assessing the competence, capabilities and objectivity and evaluating the appropriateness of the impairment model prepared by independent professional valuers
- Testing the mathematical accuracy of the models
- Reviewing the Group's disclosures of the application of judgement in estimating cash-generating units cash flows and the sensitivity of the results of those estimates adequately reflect the risks associated with goodwill, indefinite life intangible assets and fixed assets impairment

3 Valuation of biological assets

The Group operates various farms and plantations for which the livestock, agricultural produce ('fruits on trees') and annual crops are subject to valuation. These significant biological assets across the Edible Nuts, Spices and Vegetable Ingredients and Food Staples and Packaged Foods segments, are fair valued by management and/or independent professional valuers engaged by the Group using industry/ market accepted valuation methodology and approaches. Due to the measurement of fair value being inherently judgemental, we have considered this to be a key audit matter.

Our procedures in relation to assessing the fair value measurement included:

- Understanding how the management determines the fair value measurement of the biological assets, including the involvement of the independent professional valuers
- Evaluating the appropriateness of the valuation model prepared by management and/or independent professional valuers in determining the fair value which include forecast cash flows, discount rates and yield rates for the plantations and market prices of the fruits or nuts/crop and livestock
- Reviewing the sufficiency and appropriateness of the Group's disclosures on the application of judgement in estimating cash-generating units cash flows and the sensitivity of the results of those estimates adequately reflect the risks associated with biological assets valuation

4 Valuation of financial instruments

As disclosed in Notes 34 and 35 to the consolidated financial statements, the Group enters into various financial instruments which are required to be carried at fair value. Estimation uncertainty is high for those financial instruments where significant valuation inputs are unobservable (i.e. Level 3 instruments) as it involves exercise of judgement and use of assumptions and estimates. Due to the related judgement in estimation, this is considered a key audit matter.

Our procedures in relation to assessing the fair value measurement included:

- Assessing controls over identification, measurement and management of valuation risk, and evaluating the methodologies, inputs and assumptions used. The review also included comparisons of observable inputs against independent sources and externally available market data
- Evaluating the assumptions and models used or re-performing independent valuation assessment to assess the reasonableness of the computed fair value, with the help of our own valuation specialist where required
- Reviewing the appropriateness and adequacy of disclosures of fair value risks and sensitivities to reflect the Group's exposure to valuation risk

Independent Auditor's Report continued
For the financial year ended 31 December 2017
To the Members of Olam International Limited

Information other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information in the Annual Report 2017 comprises the information included in (i) Strategy Report, (ii) Governance Report and (iii) Director' Statement (within the Financial Report) sections, 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. 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 FRSS, 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.
- 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 Vincent Toong Weng Sum.

Ernst & Young LLP

Public Accountants and Chartered Accountants

Singapore

20 March 2018

Consolidated Profit and Loss Account

For the financial year ended 31 December 2017

	Note	Group	
		2017 \$'000	2016 \$'000
Sale of goods and services	4	26,272,529	20,587,032
Other income	5	207,531	47,265
Cost of goods sold	6	(23,757,685)	(18,363,777)
Net (loss)/gain from changes in fair value of biological assets	12	(15,250)	14,141
Depreciation and amortisation	10, 11	(380,680)	(353,481)
Other expenses	7	(1,297,602)	(1,103,939)
Finance income		65,597	30,248
Finance costs	8	(531,178)	(446,248)
Share of results from jointly controlled entities and associates	14	67,631	22,160
Profit before taxation		630,893	433,401
Income tax expense	9	(79,248)	(94,314)
Profit for the financial year		551,645	339,087
Attributable to:			
Owners of the Company		580,743	351,312
Non-controlling interests		(29,098)	(12,225)
		551,645	339,087
Earnings per share attributable to owners of the Company (cents)			
Basic	25	18.62	11.54
Diluted	25	17.92	11.14

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 2017

	Group	
	2017 \$'000	2016 \$'000
Profit for the financial year	551,645	339,087
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss:		
Net gain/(loss) on fair value changes during the financial year	336,076	(44,170)
Recognised in the profit and loss account on occurrence of hedged transactions	(68,037)	(54,111)
Foreign currency translation adjustments	(357,694)	(306,122)
Share of other comprehensive income of jointly controlled entities and associates	65,520	(19,616)
Other comprehensive income for the year, net of tax	(24,135)	(424,019)
Total comprehensive income for the year	527,510	(84,932)
Attributable to:		
Owners of the Company	560,419	(80,320)
Non-controlling interests	(32,909)	(4,612)
	527,510	(84,932)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Balance Sheets

As at 31 December 2017

	Note	Group		Company	
		31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Non-current assets					
Property, plant and equipment	10	5,625,837	5,367,039	13,285	12,581
Intangible assets	11	1,207,283	1,313,608	280,547	304,573
Biological assets	12	471,656	450,564	–	–
Subsidiary companies	13	–	–	6,043,511	5,550,460
Deferred tax assets	9	95,871	95,735	–	–
Investments in jointly controlled entities and associates	14	1,070,940	889,838	780,557	724,826
Long-term investments	15	257,519	148,492	257,519	136,321
Other non-current assets	21	25,852	30,400	–	–
		8,754,958	8,295,676	7,375,419	6,728,761
Current assets					
Amounts due from subsidiary companies	16	–	–	1,926,416	3,583,148
Trade receivables	17	1,901,925	1,656,457	965,592	385,620
Margin accounts with brokers	18	399,680	164,958	304,862	153,544
Inventories	19	6,044,681	7,414,311	1,405,000	1,144,986
Advance payments to suppliers	20	743,516	880,602	116,243	142,456
Advance payments to subsidiary companies	20	–	–	852,001	2,196,193
Cash and short-term deposits	33	1,986,351	2,144,051	1,137,011	1,274,672
Derivative financial instruments	34	1,619,249	1,926,151	1,098,147	1,118,686
Other current assets	21	848,187	986,678	168,061	151,116
		13,543,589	15,173,208	7,973,333	10,150,421
Current liabilities					
Trade payables and accruals	22	(2,184,352)	(2,201,494)	(1,087,350)	(949,283)
Borrowings	24	(4,660,209)	(5,983,035)	(2,309,058)	(3,632,631)
Derivative financial instruments	34	(851,947)	(987,942)	(685,128)	(681,162)
Provision for taxation		(162,977)	(84,949)	(81,343)	(24,739)
Other current liabilities	23	(473,313)	(383,731)	(111,131)	(115,176)
		(8,332,798)	(9,641,151)	(4,274,010)	(5,402,991)
Net current assets		5,210,791	5,532,057	3,699,323	4,747,430
Non-current liabilities					
Deferred tax liabilities	9	(416,991)	(505,876)	(6,662)	(8,103)
Borrowings	24	(6,927,729)	(7,687,553)	(4,985,786)	(6,435,337)
		(7,344,720)	(8,193,429)	(4,992,448)	(6,443,440)
Net assets		6,621,029	5,634,304	6,082,294	5,032,751
Equity attributable to owners of the Company					
Share capital	26	3,674,206	3,087,894	3,674,206	3,087,894
Treasury shares	26	(187,276)	(190,465)	(187,276)	(190,465)
Capital securities	26	1,045,773	930,416	1,045,773	930,416
Reserves		1,910,878	1,570,498	1,549,591	1,204,906
		6,443,581	5,398,343	6,082,294	5,032,751
Non-controlling interests		177,448	235,961	–	–
Total equity		6,621,029	5,634,304	6,082,294	5,032,751

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity

For the financial year ended 31 December 2017

Attributable to owners of the Company												
31 December 2017 Group	Share capital (Note 26) \$'000	Treasury shares (Note 26) \$'000	Capital securities (Note 26) \$'000	Capital reserves ¹ \$'000	Foreign currency translation reserves ² \$'000	Fair value adjustment reserves ³ \$'000	Share-based compensation reserves ⁴ \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000	Total non- controlling interests \$'000	Total equity \$'000
At 1 January 2017	3,087,894	(190,465)	930,416	280,647	(703,305)	(398,824)	119,520	2,272,460	1,570,498	5,398,343	235,961	5,634,304
Profit for the financial year	-	-	-	-	-	-	-	580,743	580,743	580,743	(29,098)	551,645
<i>Other comprehensive income</i>												
Net gain on fair value changes during the financial year	-	-	-	-	-	336,076	-	-	336,076	336,076	-	336,076
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	(68,037)	-	-	(68,037)	(68,037)	-	(68,037)
Foreign currency translation adjustments	-	-	-	-	(353,883)	-	-	-	(353,883)	(353,883)	(3,811)	(357,694)
Share of other comprehensive income of jointly controlled entities and associates	-	-	-	14,916	50,604	-	-	-	65,520	65,520	-	65,520
Other comprehensive income for the financial year, net of tax	-	-	-	14,916	(303,279)	268,039	-	-	(20,324)	(20,324)	(3,811)	(24,135)
Total comprehensive income for the year	-	-	-	14,916	(303,279)	268,039	-	580,743	560,419	560,419	(32,909)	527,510
<i>Contributions by and distributions to owners</i>												
Buy back of capital securities (Note 26)	-	-	(235,800)	-	-	-	-	-	-	(235,800)	-	(235,800)
Issue of shares on exercise of warrants (Note 26)	585,542	-	-	-	-	-	-	-	-	585,542	-	585,542
Issue of shares on exercise of share options (Note 26)	770	-	-	-	-	-	-	-	-	770	-	770
Issue of treasury shares for Restricted Share Award (Note 26)	-	3,189	-	-	-	-	(3,189)	-	(3,189)	-	-	-
Issue of capital securities, net of transaction costs (Note 26)	-	-	347,727	-	-	-	-	-	-	347,727	-	347,727
Share-based expense	-	-	-	-	-	-	20,184	-	20,184	20,184	-	20,184
Dividends on ordinary shares (Note 27)	-	-	-	-	-	-	-	(180,399)	(180,399)	(180,399)	-	(180,399)
Accrued capital securities distribution	-	-	56,635	-	-	-	-	(56,635)	(56,635)	-	-	-
Payment of capital securities distribution	-	-	(53,205)	-	-	-	-	-	-	(53,205)	-	(53,205)
Total contributions by and distributions to owners	586,312	3,189	115,357	-	-	-	16,995	(237,034)	(220,039)	484,819	-	484,819
<i>Changes in ownership interests in subsidiaries that do not result in loss of control</i>												
Capital reduction in subsidiary without change in ownership	-	-	-	-	-	-	-	-	-	-	(25,604)	(25,604)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	-	(25,604)	(25,604)
Total transactions with owners in their capacity as owners	586,312	3,189	115,357	-	-	-	16,995	(237,034)	(220,039)	484,819	(25,604)	459,215
At 31 December 2017	3,674,206	(187,276)	1,045,773	295,563	(1,006,585)	(130,785)	136,515	2,616,170	1,910,878	6,443,581	177,448	6,621,029

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity continued For the financial year ended 31 December 2017

Attributable to owners of the Company												
31 December 2016 Group	Share capital (Note 26) \$'000	Treasury shares (Note 26) \$'000	Capital securities (Note 26) \$'000	Capital reserves ¹ \$'000	Foreign currency translation reserves ² \$'000	Fair value adjustment reserves ³ \$'000	Share-based compensation reserves ⁴ \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000	Total non- controlling interests \$'000	Total equity \$'000
At 1 January 2016	3,082,499	(96,081)	237,525	280,647	(375,057)	(107,931)	106,238	1,990,670	1,894,567	5,118,510	240,573	5,359,083
Effects of Biological assets adjustment (FRS 16, FRS 41)	-	-	-	-	5,103	-	-	(44,530)	(39,427)	(39,427)	-	(39,427)
Effects of FRS 109 early adoption	-	-	-	-	-	(192,612)	-	192,612	-	-	-	-
At 1 January 2016, as restated	3,082,499	(96,081)	237,525	280,647	(369,954)	(300,543)	106,238	2,138,752	1,855,140	5,079,083	240,573	5,319,656
Profit for the financial year	-	-	-	-	-	-	-	351,312	351,312	351,312	(12,225)	339,087
Other comprehensive income												
Net loss on fair value changes during the financial years	-	-	-	-	-	(44,170)	-	-	(44,170)	(44,170)	-	(44,170)
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	(54,111)	-	-	(54,111)	(54,111)	-	(54,111)
Foreign currency translation adjustments	-	-	-	-	(313,735)	-	-	-	(313,735)	(313,735)	7,613	(306,122)
Share of other comprehensive income of jointly controlled entities and associates	-	-	-	-	(19,616)	-	-	-	(19,616)	(19,616)	-	(19,616)
Other comprehensive income for the financial year, net of tax	-	-	-	-	(333,351)	(98,281)	-	-	(431,632)	(431,632)	7,613	(424,019)
Total comprehensive income for the year	-	-	-	-	(333,351)	(98,281)	-	351,312	(80,320)	(80,320)	(4,612)	(84,932)
Contributions by and distributions to owners												
Buy back of shares (Note 26)	-	(94,384)	-	-	-	-	-	-	-	(94,384)	-	(94,384)
Issue of shares on exercise of warrants (Note 26)	5,096	-	-	-	-	-	-	-	-	5,096	-	5,096
Issue of shares on exercise of share options (Note 26)	299	-	-	-	-	-	-	-	-	299	-	299
Issue of capital securities, net of transaction costs (Note 26)	-	-	675,874	-	-	-	-	-	-	675,874	-	675,874
Share-based expense	-	-	-	-	-	-	13,282	-	13,282	13,282	-	13,282
Dividends on ordinary shares (Note 27)	-	-	-	-	-	-	-	(184,036)	(184,036)	(184,036)	-	(184,036)
Accrued capital securities distribution	-	-	33,568	-	-	-	-	(33,568)	(33,568)	-	-	-
Payment of capital securities distribution	-	-	(16,551)	-	-	-	-	-	-	(16,551)	-	(16,551)
Total contributions by and distributions to owners	5,395	(94,384)	692,891	-	-	-	13,282	(217,604)	(204,322)	399,580	-	399,580
Total transactions with owners in their capacity as owners	5,395	(94,384)	692,891	-	-	-	13,282	(217,604)	(204,322)	399,580	-	399,580
At 31 December 2016	3,087,894	(190,465)	930,416	280,647	(703,305)	(398,824)	119,520	2,272,460	1,570,498	5,398,343	235,961	5,634,304

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Attributable to owners of the Company

31 December 2017 Company	Share capital (Note 26) \$'000	Treasury shares (Note 26) \$'000	Capital securities (Note 26) \$'000	Capital reserves ¹ \$'000	Foreign currency translation reserves ² \$'000	Fair value adjustment reserves ³ \$'000	Share-based compensation reserves ⁴ \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000
At 1 January 2017	3,087,894	(190,465)	930,416	140,486	298,656	(398,818)	119,520	1,045,062	1,204,906	5,032,751
Profit for the financial year	-	-	-	-	-	-	-	736,368	736,368	736,368
<i>Other comprehensive income</i>										
Net gain on fair value changes during the financial year	-	-	-	-	-	336,076	-	-	336,076	336,076
Recognised in the profit and loss account on occurrence of hedged transactions	-	-	-	-	-	(68,037)	-	-	(68,037)	(68,037)
Foreign currency translation adjustments	-	-	-	-	(439,683)	-	-	-	(439,683)	(439,683)
Other comprehensive income for the financial year, net of tax	-	-	-	-	(439,683)	268,039	-	-	(171,644)	(171,644)
Total comprehensive income for the year	-	-	-	-	(439,683)	268,039	-	736,368	564,724	564,724
<i>Contributions by and distributions to owners</i>										
Buy back of capital securities (Note 26)	-	-	(235,800)	-	-	-	-	-	-	(235,800)
Issue of shares on exercise of warrants (Note 26)	585,542	-	-	-	-	-	-	-	-	585,542
Issue of shares on exercise of share options (Note 26)	770	-	-	-	-	-	-	-	-	770
Issue of treasury shares for Restricted Share Awards (Note 26)	-	3,189	-	-	-	-	(3,189)	-	(3,189)	-
Issue of capital securities, net of transaction costs (Note 26)	-	-	347,727	-	-	-	-	-	-	347,727
Share-based expense	-	-	-	-	-	-	20,184	-	20,184	20,184
Dividends on ordinary shares (Note 27)	-	-	-	-	-	-	-	(180,399)	(180,399)	(180,399)
Accrued capital securities distribution	-	-	56,635	-	-	-	-	(56,635)	(56,635)	-
Payment of capital securities distribution	-	-	(53,205)	-	-	-	-	-	-	(53,205)
Total contributions by and distributions to owners	586,312	3,189	115,357	-	-	-	16,995	(237,034)	(220,039)	484,819
Total transactions with owners in their capacity as owners	586,312	3,189	115,357	-	-	-	16,995	(237,034)	(220,039)	484,819
At 31 December 2017	3,674,206	(187,276)	1,045,773	140,486	(141,027)	(130,779)	136,515	1,544,396	1,549,591	6,082,294

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity continued For the financial year ended 31 December 2017

	Attributable to owners of the Company									
31 December 2016 Company	Share capital (Note 26) \$'000	Treasury shares (Note 26) \$'000	Capital securities (Note 26) \$'000	Capital reserves ¹ \$'000	Foreign currency translation reserves ² \$'000	Fair value adjustment reserves ³ \$'000	Share-based compensation reserves ⁴ \$'000	Revenue reserves \$'000	Total reserves \$'000	Total \$'000
At 1 January 2016	3,082,499	(96,081)	237,525	140,486	175,744	(107,925)	106,238	829,337	1,143,880	4,367,823
Effects of FRS 109 early adoption	–	–	–	–	–	(192,612)	–	192,612	–	–
At 1 January 2016, as restated	3,082,499	(96,081)	237,525	140,486	175,744	(300,537)	106,238	1,021,949	1,143,880	4,367,823
Profit for the financial year	–	–	–	–	–	–	–	240,717	240,717	240,717
<i>Other comprehensive income</i>										
Net loss on fair value changes during the financial year	–	–	–	–	–	(44,170)	–	–	(44,170)	(44,170)
Recognised in the profit and loss account on occurrence of hedged transactions	–	–	–	–	–	(54,111)	–	–	(54,111)	(54,111)
Foreign currency translation adjustments	–	–	–	–	122,912	–	–	–	122,912	122,912
Other comprehensive income for the financial year, net of tax	–	–	–	–	122,912	(98,281)	–	–	24,631	24,631
Total comprehensive income for the year	–	–	–	–	122,912	(98,281)	–	240,717	265,348	265,348
<i>Contributions by and distributions to owners</i>										
Buy back of shares (Note 26)	–	(94,384)	–	–	–	–	–	–	–	(94,384)
Issue of shares on exercise of warrants (Note 26)	5,096	–	–	–	–	–	–	–	–	5,096
Issue of shares on exercise of share options (Note 26)	299	–	–	–	–	–	–	–	–	299
Issue of capital securities, net of transaction costs (Note 26)	–	–	675,874	–	–	–	–	–	–	675,874
Share-based expense	–	–	–	–	–	–	13,282	–	13,282	13,282
Dividends on ordinary shares (Note 27)	–	–	–	–	–	–	–	(184,036)	(184,036)	(184,036)
Accrued capital securities distribution	–	–	33,568	–	–	–	–	(33,568)	(33,568)	–
Payment of capital securities distribution	–	–	(16,551)	–	–	–	–	–	–	(16,551)
Total contributions by and distributions to owners	5,395	(94,384)	692,891	–	–	–	13,282	(217,604)	(204,322)	399,580
Total transactions with owners in their capacity as owners	5,395	(94,384)	692,891	–	–	–	13,282	(217,604)	(204,322)	399,580
At 31 December 2016	3,087,894	(190,465)	930,416	140,486	298,656	(398,818)	119,520	1,045,062	1,204,906	5,032,751

1 Capital reserves

Capital reserves represent the premium paid and discounts on acquisition of non-controlling interests, gain on partial disposal of subsidiary which did not result in loss of control, residual amount of convertible bonds net of proportionate share of transaction costs, after deducting the fair value of the debt and derivative component on the date of issuance, the share of capital reserves of a jointly controlled entity and warrants arising from the Rights Issue (Note 26).

2 Foreign currency translation reserves

The foreign currency translation reserves are used to record exchange differences arising from the translation of the financial statements of the Company and the Group's foreign operations whose functional currencies are different from that of the Group's presentation currency as well as the share of foreign currency translation reserves of jointly controlled entities and associates.

3 Fair value adjustment reserves

Fair value adjustment reserves record the portion of the fair value changes on derivative financial instruments designated as hedging instruments in cash flow hedges that are determined to be effective hedges as well as fair value changes of long term investment.

4 Share-based compensation reserves

Share-based compensation reserves represent the equity-settled shares and share options granted to employees. 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 shares and share options and is reduced by the expiry of the share options.

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 2017

	2017 \$'000	2016 \$'000
Cash flows from operating activities		
Profit before taxation	630,893	433,401
Adjustments for:-		
Allowance for doubtful debts	43,911	39,403
Amortisation of intangible assets and depreciation of property, plant and equipment	380,680	353,481
Share-based expense	20,184	13,282
Fair value of biological assets (Note 12)	15,250	(14,141)
Gain on disposal of subsidiary	(121,188)	–
(Gain)/loss on disposal of property, plant and equipment and intangible assets	(29,205)	5,405
Interest income	(65,597)	(30,248)
Interest expense	531,178	446,248
Inventories written down, net	30,718	18,910
Share of results from jointly controlled entities and associates	(67,631)	(22,160)
Operating cash flows before reinvestment in working capital	1,369,193	1,243,581
Decrease/(increase) in inventories	856,220	(259,677)
Increase in receivables and other current assets	(35,655)	(132,885)
Decrease/(increase) in advance payments to suppliers	86,083	(119,522)
(Increase)/decrease in margin account with brokers	(196,761)	14,061
Increase in payables and other current liabilities	124,835	270,258
Cash flows from operations	2,203,915	1,015,816
Interest income received	65,597	30,248
Interest expense paid	(529,581)	(378,028)
Tax paid	(82,098)	(48,420)
Net cash flows generated from operating activities	1,657,833	619,616
Cash flows from investing activities		
Proceeds from disposal of property, plant and equipment	197,359	31,981
Purchase of property, plant and equipment (Note 10)	(951,086)	(751,793)
Purchase of intangibles (Note 11)	(7,163)	(11,686)
Acquisition of subsidiaries, net of cash acquired	–	(588,137)
Net proceeds from associates and jointly controlled entities	(12,374)	(65,863)
Dividends received from associate	22,278	–
Proceeds on disposal of intangible asset	–	10
Proceeds from partial divestment of subsidiary	113,539	–
Net cash flows used in investing activities	(637,447)	(1,385,488)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Cash Flow Statement continued
For the financial year ended 31 December 2017

	2017 \$'000	2016 \$'000
Cash flows from financing activities		
Dividends paid on ordinary shares by the Company	(180,399)	(184,036)
(Repayment)/proceeds from borrowings, net	(1,385,209)	831,556
Proceeds from issuance of shares on exercise of share options	770	299
Proceeds from conversion of warrants	585,542	5,096
Proceeds from of capital securities, net of distribution	58,722	659,323
Payment for bond buy-back	–	(318,401)
Purchase of treasury shares	–	(94,384)
Net cash flows (used in)/generated from financing activities	(920,574)	899,453
Net effect of exchange rate changes on cash and cash equivalents	(157,423)	(112,924)
Net (decrease)/increase in cash and cash equivalents	(57,611)	20,657
Cash and cash equivalents at beginning of period	1,939,418	1,918,761
Cash and cash equivalents at end of period (Note 33)	1,881,807	1,939,418

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Notes to the Financial Statements

For the financial year ended 31 December 2017

These notes form an integral part of the financial statements.

The financial statements for the financial year ended 31 December 2017 were authorised for issue by the Board of Directors on 20 March 2018.

1. Corporate information

Olam International Limited ('the Company') is a limited liability company, which is domiciled and incorporated in Singapore. The Company is listed on the Singapore Exchange Securities Trading Limited (SGX-ST).

The Company's ultimate holding company is Temasek Holdings (Private) Limited, a company incorporated in Singapore.

The principal activities of the Company are those of sourcing, processing, packaging and merchandising of agricultural products. The principal activities of the subsidiaries are disclosed in Note 13 to the financial statements.

The registered office and principal place of business of the Company is at 7 Straits View, #20-01 Marina One East Tower, Singapore 018936.

2. Summary of significant accounting policies

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 ('FRS').

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

The financial statements are presented in Singapore Dollars (\$) or SGD) and all values in the tables are rounded to the nearest thousand (\$'000) as indicated.

2.1.1 Convergence with International Financial Reporting Standard

The Accounting Standards Council announced on 29 May 2014 that Singapore incorporated companies listed on the Singapore Exchange will apply Singapore Financial Reporting Framework (International), a new financial reporting framework identical to the International Financial Reporting Standards. The Group will adopt SFRS(I) the new financial reporting framework on 1 January 2018.

The Group has performed an assessment of the impact of adopting the SFRS (I). Other than the adoption of the new standards that are effective on 1 January 2018, the Group expects that the adoption of SFRS (I) will have no material impact on the financial statements in the year of initial application.

2.2 Changes in accounting policies and restatements

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2017, including the Amendments to FRS 7 *Disclosure Initiative*. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

2. Summary of significant accounting policies continued

2.3 Standards issued but not yet effective

The Group has not adopted the following standards and interpretations that have been issued but are not yet effective:

Description	Effective for financial year beginning on
Amendments to FRS 40: Transfers of Investment Property	1 January 2018
FRS 115 Revenue from Contracts with Customers	1 January 2018
Amendments to FRS 115: Clarifications to FRS 115 Revenue from Contracts with Customers	1 January 2018
Amendments to FRS 102: Classification and Measurement of Share-based Payment Transactions	1 January 2018
Amendments to FRS 104: Applying FRS 109 Financial Instruments with FRS 104 Insurance Contracts	1 January 2018
FRS 116 Leases	1 January 2019
Improvements to FRSs (December 2016):	
Amendments to FRS 28: Measuring an Associate or Joint Venture at fair value	1 January 2018
Amendments to FRS 109: Prepayment Features with Negative Compensation	1 January 2019
INT FRS 122 Foreign Currency Transactions and Advance Consideration	1 January 2018
INT FRS 123 Uncertainty Over Income Tax Treatments	1 January 2019
Amendments to FRS 110 and FRS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

Except for FRS 115 Revenue from Contracts with Customers, Amendments to FRS 115 and FRS 116 Leases, the directors expect that the adoption of the other standards and interpretations above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 115 Revenue from Contracts with Customers, Amendments to FRS 115 and FRS 116 Leases is described below.

FRS 115 Revenue from Contracts with Customers and Amendments to FRS 115

In accordance with FRS 115, which is effective from 1 January 2018 onwards, excluding interest and dividend income and other such income from financial instruments recognised in accordance with FRS 109, revenues are recognised upon transfer of promised goods or services to customers in amounts that reflect the consideration to which Group expect to be entitled in exchange for those goods or services based on the five step approach as prescribed in the standard.

The Group has performed an impact assessment and does not expect a change in revenue recognition for sales of goods or services upon adoption on 1 January 2018.

FRS 116 Leases

FRS 116 requires lessees to recognise most leases on balance sheets to reflect the rights to use ('ROU') the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemptions for lessees – leases of 'low value' assets and short-term leases. The new leases standard is effective for annual periods beginning on or after 1 January 2019.

The Group has performed a preliminary high-level impact assessment of the adoption of FRS 116 on its existing operating lease arrangements as lessee. Based on its preliminary assessment, the Group expects these operating leases to be recognised as ROU assets and corresponding lease liabilities which will result in increase in total assets and total liabilities, EBITDA and gearing ratio. The Group plans to adopt the standard when it becomes effective in 2019.

2. Summary of significant accounting policies continued

2.4 Functional and foreign currency

The Group's consolidated financial statements are presented in Singapore Dollars. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The Company's functional currency is the United States Dollar ('USD'), which reflects the economic substance of the underlying events and circumstances of the Company. Although the Company is domiciled in Singapore, most of the Company's transactions are denominated in USD and the selling prices for the Company's products are sensitive to movements in the foreign exchange rate with the USD.

(a) Transactions and balances

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 balance sheet date. 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 measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the balance sheet date are recognised in profit or loss 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 profit or loss of the Group on disposal of the foreign operation.

(b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into USD at the rate of exchange ruling at the balance sheet date and their profit or loss are translated at the weighted average exchange rates for the year. 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 profit or loss.

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 profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

(c) Translation to the presentation currency

The financial statements are presented in Singapore Dollar ('SGD') as the Company's principal place of business is in Singapore.

The financial statements are translated from USD to SGD as follows:-

- Assets and liabilities for each balance sheet presented are translated at the closing rate ruling at that balance sheet date;
- Income and expenses for each profit and loss account are translated at average exchange rates for the year, which approximates the exchange rates at the dates of the transactions; and

All exchange differences arising on the translation are included in the foreign currency translation reserves.

2. Summary of significant accounting policies continued

2.5 Subsidiary companies, basis of consolidation and business combinations

(a) Subsidiary companies

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, investments in subsidiaries are accounted for at cost less impairment losses.

A list of the Group's significant subsidiary companies is shown in Note 13.

(b) 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.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- Derecognises the carrying amount of any non-controlling interest;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss;
- Reclassifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

(c) Business combinations

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and 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.

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 liability, will be recognised in profit or loss.

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 profit or loss.

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 FRS.

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. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date. The accounting policy for goodwill is set out in Note 2.10(a).

2. Summary of significant accounting policies continued

2.6 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated balance sheet, separately from equity attributable to owners of the Company.

Changes in the Company's 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 and attributed to owners of the Company.

2.7 Jointly controlled entities

The Group has interests in joint ventures that are jointly controlled entities. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a jointly controlled entity is a joint venture that involves the establishment of a separate entity in which each venturer has an interest.

The consolidated financial statements include the Group's share of the total recognised gains and losses of its jointly controlled entities on an equity accounted basis from the date that joint control commences until the date that joint control ceases. When the Group's share of losses exceeds the carrying amount of the investment, the investment is reported as nil and recognition of losses is discontinued except to the extent of the Group's commitment.

In the Company's separate financial statements, investments in jointly controlled entities are stated at cost less impairment loss. The carrying amounts of the jointly controlled entities are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated and any impairment loss is recognised whenever the carrying amount exceeds the recoverable amount. The impairment loss is charged to profit or loss.

Upon loss of joint control, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the former joint venture entity upon loss of joint venture control and the aggregate of the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.8 Associates

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 are accounted for using the equity method. Under the equity method, the investment in the associate is measured in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate. Goodwill relating to an associate 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 the net fair value of the associate's identifiable assets, liabilities and contingent liabilities over the cost of the investment is included as income in the determination of the Group's share of results of the associate in the period in which the investment is acquired.

The profit or loss reflects the share of the results of operations of the associates. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associates.

The Group's share of the profit or loss of its associates is shown on the face of profit or loss after tax and non-controlling interests in the subsidiaries of associates.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

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. The Group determines at each balance sheet date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in the profit or loss.

The financial statements of the associates are prepared as of the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the aggregate of the retained investment and proceeds from disposal is recognised in profit or loss.

2. Summary of significant accounting policies continued

2.9 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Such cost includes the cost of replacing part 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 accounting policy for borrowing costs is set out in Note 2.17. 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 stated at cost less accumulated depreciation and accumulated impairment losses. Freehold land has an unlimited useful life and therefore is not depreciated. Leasehold land and buildings are depreciable over the shorter of the estimated useful life of the asset or the lease period.

Depreciation of an asset begins when it is available for use and is computed on a straight line basis over the estimated useful life except for ginning assets of Queensland Cotton Holdings, which are depreciated using the units of use method. The estimated useful life of the assets is as follows:-

Bearer plants	• 15 to 30 years
Leasehold land and buildings	• 5 to 50 years
Plant and machinery	• 3 to 25 years; 30 years for ginning assets
Motor vehicles	• 3 to 5 years
Furniture and fittings	• 5 years
Office equipment	• 5 years
Computers	• 3 years

Other assets in Note 10 comprise motor vehicles, furniture and fittings, office equipment and computers.

Bearer plants - Immature plantations are stated at acquisition cost which includes costs incurred for field preparation, planting, farming inputs and maintenance, capitalisation of borrowing costs incurred on loans used to finance the development of immature plantations and an allocation of other indirect costs based on planted hectareage.

Capital work-in-progress is not depreciated as these assets are not yet available for use.

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.

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 on derecognition of the asset is included in the profit and loss account in the year the asset is derecognised.

2.10 Intangible assets

(a) Goodwill

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

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 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.

The cash-generating unit 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. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in the profit and loss account. Impairment losses recognised for goodwill are not reversed in subsequent periods.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit 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 of 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 retained.

Goodwill and fair value adjustments arising on the acquisition of foreign operations on or after 1 January 2005 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2.4.

2. Summary of significant accounting policies continued

2.10 Intangible assets continued

(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 value as at the date of acquisition. Following initial acquisition, intangible assets are measured at cost less any accumulated amortisation and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised on a straight-line basis over the 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 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 profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives or that are not yet available for use are not subject to amortisation and they are tested for impairment annually or more frequently if the 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 life from indefinite to finite is made on a prospective basis.

Gains or losses arising from 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 profit or loss when the asset is derecognised.

2.11 Biological assets

(a) Agricultural produce ('Fruits on trees') and annual crops

The agricultural produce ('fruits on trees') are valued in accordance with FRS 41 Agriculture. The fair value amount is an aggregate of the fair valuation of the current financial year and the reversal of the prior year's fair valuation. The fair valuation takes into account current selling prices and related costs. The calculated value is then discounted by a suitable factor to take into account the agricultural risk until maturity.

The annual crops have been valued using adjusted cost, which is the estimate of the yield and cost of the crop at harvest discounted for the remaining time to harvest, which approximate fair value.

(b) Livestock

Livestock are stated at fair value less estimated point-of-sale costs, with any resultant gain or loss recognised in the profit or loss. Point-of-sale costs include all costs that would be necessary to sell the assets. The fair value of livestock is determined based on valuations by an independent professional valuer using the market prices of livestock of similar age, breed and generic merit.

2.12 Impairment of non-financial assets

The Group performs periodic reviews of non-financial assets for indication of impairment. Impairment assessment are done whenever there are indicators of impairment, or as part of an annual impairment assessment exercise as required. The Group makes an estimate of the asset's recoverable amount with the help of independent professional valuers where applicable.

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 or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in profit or loss in those expense categories consistent with the function of the impaired asset, except for assets that have been previously revalued and 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.

2. Summary of significant accounting policies continued

2.12 Impairment of non-financial assets continued

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. 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 increased amount 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 profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

2.13 Financial instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when the Group becomes a party to the contractual provisions of the instruments. The Group determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

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 profit or loss 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 of 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 profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

(iii) Fair value through profit or loss

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 instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss statement in the period in which it arises. Interest income from these financial assets is included in the finance income.

Equity instruments

The Group subsequently measures all equity instruments at fair value. On initial recognition of an equity instruments that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established.

Changes in fair value of financial assets at fair value through profit or loss are recognised in profit or loss.

Changes in fair value of financial assets at FVOCI are recognised in OCI.

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 profit or loss.

2. Summary of significant accounting policies continued

2.13 Financial instruments continued

(a) Financial assets continued

Subsequent measurement continued

Impairment

The Group assesses on a forward looking basis the expected credit losses ('ECL') associated with its debt instrument assets carried at amortised cost and FVOCI. For trade receivables only, the Group measures the loss allowance at an amount equal to the lifetime expected credit losses.

Derecognition

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired. 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 other comprehensive income is recognised in profit or loss.

(b) 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, other financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss 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. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability and the difference in the respective carrying amounts are recognised in profit or loss.

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheets, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances and short-term fixed bank deposits that are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

Cash and cash equivalents carried in the balance sheets are classified and accounted as measured at amortised cost under FRS 109. The accounting policy for this category of financial assets is stated in Note 2.13.

2. Summary of significant accounting policies continued

2.15 Impairment of financial assets

Trade receivables

The Group measures the loss allowance for its trade receivables at an amount equal to lifetime expected credit losses, which are the present value of the cash shortfalls over the expected life of the financial assets.

Other financial assets

Accordingly, other financial assets are classified as measured at amortised cost less expected impairment losses. The Group's other financial assets have contractual cash flows that are solely principal, and interest and the business model's objective is to hold these assets to collect contractual cash flows. Impairment allowances for other financial assets are determined based on the 12-month expected credit loss model.

2.16 Inventories

Inventories principally comprise commodities held for trading and inventories that form part of the Group's expected purchase, sale or usage requirements.

Inventories for commodity trading businesses are measured at fair value less costs to sell, with changes in fair value less costs to sell recognised in the profit or loss in the period of the change.

Inventories that form part of the Group's expected purchase, sale or usage requirements are stated at the lower of cost and net realisable value and are valued on a first-in-first-out basis or weighted average cost method, depending on the underlying business activity. Net realisable value represents the estimated selling price in the ordinary course of business, less anticipated cost of disposal and after making allowance for damages and slow-moving items.

For fruits on trees that are harvested, are stated at fair value less estimated point-of-sale costs at the time of harvest (the 'initial cost'). Thereafter these inventories are carried at the lower of initial cost and net realisable value.

Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

2.17 Borrowing costs

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 that 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 incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.18 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 resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates. 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. Summary of significant accounting policies continued

2.19 Employee benefits

(a) Defined contribution plan

The Group participates in the national pension schemes as defined by the laws of 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 leave entitlement

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. A provision is made for the estimated liability for leave as a result of services rendered by employees up to the balance sheet date.

(c) Employee share options scheme/share grant plan

Employees (including senior executives) of the Group receive remuneration in the form of share-based payment for services rendered ('equity-settled transactions').

The cost of these equity-settled share-based payment transactions with employees is measured with reference to the fair value at the date on which the share subscriptions/options are granted which takes into account market conditions and non-vesting conditions.

This cost is recognised in the profit or loss, with a corresponding increase in the share-based compensation 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 profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

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 profit or loss upon cancellation.

In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, the unidentified goods or services received (or to be received) are measured as the difference between the fair value of the share-based payment and the fair value of any identifiable goods or services received at the grant date. This is then capitalised or expensed as appropriate.

Where the terms of an equity-settled award are modified, an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for a modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it has vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

2. Summary of significant accounting policies continued

2.20 Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

(a) Operating lease

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

(b) Finance lease

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

2.21 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, excluding discounts, rebates and sales taxes or duty. The Group assesses its revenue arrangements to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements. The following specific recognition criteria must be met before revenue is recognised:

(a) Sale of goods

Revenue from the sale of goods is recognised upon passage of title to the customer, which generally coincides with their delivery and acceptance. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(b) Sale of services

Revenue from services rendered is recognised upon services performed.

(c) Interest income

Interest income is recognised using the effective interest method.

2.22 Government grants, export incentives and subsidies

Government grants, export incentives and subsidies are recognised at their fair values when there is reasonable assurance that the grant will be received and all conditions attached will be complied with. When the grant relates to an expense item, it is recognised in the profit or loss over the period necessary to match it on a systematic basis to the costs that it is intended to compensate. When the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to the profit or loss over the expected useful life of the relevant asset by equal annual instalments.

2.23 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 profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. Summary of significant accounting policies continued

2.23 Taxes continued

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the balance sheet date 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 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 the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carryforward 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 carryforward of unused tax credits and unused tax losses can be utilised except:

- where the deferred 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 the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred 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 each balance sheet date 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 balance sheet date 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 balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. 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 tax assets and deferred 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 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 be treated either as a reduction to goodwill (as long as it does not exceed goodwill) if incurred during the measurement period or in profit or loss.

(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 assets or as part of the expense item as applicable; and
- where receivables and payables 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. Summary of significant accounting policies continued

2.24 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 which regularly reviews 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 38, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.25 Share capital and share issue expenses

Proceeds from issuance of ordinary shares net of directly attributable expenses are recognised as share capital in equity.

2.26 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost (including directly attributable expenses) and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2.27 Perpetual capital securities

The perpetual capital securities do not have a maturity date and the Company is able to elect to defer making a distribution subject to the term and conditions of the securities issue. The Company is considered to have no contractual obligation to make principal repayments or distributions in respect of its perpetual capital securities issue. Accordingly, the perpetual capital securities do not meet the definition for classification as financial liability and are presented within equity. Distributions are treated as dividends which will be directly debited from equity. Incremental costs directly attributable to the issue of the perpetual capital securities are deducted against the proceeds from the issue.

2.28 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 the 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 for which the fair values can be reliably determined.

2.29 Derivative financial instruments and hedging activities

Derivative financial instruments include forward currency contracts, commodity futures, options, over-the-counter ('OTC') structured products, commodity physical forwards, foreign currency swap and interest rate swap contracts. These are used to manage the Group's exposure to risks associated with foreign currency, commodity price and interest rate fluctuations. Certain derivatives are also used for trading purposes. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivative financial instruments are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of forward currency contracts and interest rate derivatives are calculated by reference to current forward exchange rates and interest rates respectively for contracts with similar maturity profiles. The fair values of commodity futures, options, OTC structured products and physical forwards are determined by reference to available market information and market valuation methodology. Where the quoted market prices are not available, fair values are based on management's best estimates, which are arrived at by reference to market prices.

2. Summary of significant accounting policies continued

2.29 Derivative financial instruments and hedging activities continued

Hedge accounting

The Group applies hedge accounting for certain hedging relationships which qualify for hedge accounting.

For the purpose of hedge accounting, hedges are classified as:-

- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment; or
- cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

(a) Fair value hedges

Fair value hedge accounting is applied to hedge the Group's exposure to changes in the fair value portion of such an asset or liability or an identified portion of such an asset or liability that is attributable to a particular risk – commodity price risk that could affect the profit and loss account. For fair value hedges, the carrying amount of the hedged item (inventories) is adjusted for gains and losses attributable to the risk being hedged, the derivative (hedging instrument) is remeasured at fair value, gains and losses from both are taken to the profit and loss account.

When inventories are designated as a hedged item, the subsequent cumulative change in the fair value of these inventories attributable to the hedged commodity price risk is recognised as part of inventories with a corresponding gain or loss in the profit and loss account. The hedging instrument is recorded at fair value as an asset or liability and the changes in the fair value of the hedging instrument are also recognised in the profit and loss account.

The application of hedge accounting is discontinued in cases where the Group revokes the hedging relationship. Effective from FRS 109, hedging relationships may not be voluntarily revoked unless there is a change in risk management objective. Accordingly, in cases where a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective remains unchanged, the Group adjusts the hedging ratio to re-establish the effectiveness of the hedging relationship. Furthermore, the Group discontinues the application of hedge accounting in cases where there is a change in the risk management objective for the hedging relationship. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is expensed to profit and loss account from the date on which the Company discontinues hedge accounting.

(b) Cash flow hedges

For each cash flow hedge relationship, the effective part of any gain or loss on the derivative financial instrument is recognised directly in other comprehensive income. Amounts recognised as other comprehensive income are transferred to profit or loss when the hedged transaction affects profit or loss. The ineffective part of any gain or loss is recognised immediately in the profit and loss account at the time hedge effectiveness is tested.

When a cash flow hedge is discontinued, any cumulative gain or loss previously recognised in other comprehensive income will remain in the cash flow hedge reserve until the future cash flows occur. If the hedged future cash flows no longer expected to occur, the net cumulative gain or loss is immediately reclassified to profit and loss account.

2.30 Convertible bonds

When convertible bonds are issued, the total proceeds net of transaction costs are allocated to the debt component, the fair value of derivative financial instruments component and the equity component, which are separately presented on the balance sheet.

The debt component is recognised initially at its fair value, determined using a market interest rate for equivalent non-convertible bonds. It is subsequently carried at amortised cost using the effective interest method until the debt is extinguished on conversion or redemption of the bonds.

The derivative financial instruments component is determined by the fair value of the embedded derivatives on the date of issue. The fair value is reassessed at every balance sheet date and the difference is recognised in the profit and loss account.

The balance after reducing the debt component and the fair value of the embedded derivatives component from the net proceeds is presented as capital reserve under equity. The carrying amount of the equity component is not adjusted in subsequent periods. When the conversion option is exercised, the carrying amount of the equity component will be transferred to the share capital account. When the conversion option lapses, its carrying amount will be transferred to retained earnings.

2. Summary of significant accounting policies continued

2.31 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).
 - (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 judgements 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 future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimating uncertainty as 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 discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Impairment of goodwill and intangible assets with indefinite useful life

Management performs periodic reviews of goodwill, intangible assets with indefinite life for indication of impairment. The Group estimates the value in use of the cash-generating units to which the goodwill and intangible asset with indefinite useful life is allocated. Estimating the value in use requires the Group, with the help of independent professional valuers where applicable, to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

The impairment tests are sensitive to growth rates and discount rates. Changes in these assumptions may result in changes in recoverable values. The carrying amount of the Group's goodwill and indefinite life intangible assets at the balance sheet date is disclosed in Note 11 to the financial statements.

3. Significant accounting judgements and estimates continued

Key sources of estimation uncertainty continued

(b) Impairment of property, plant and equipment

An impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing the asset. The value in use calculation is based on a discounted cash flow model and requires the Group, with the help of independent professional valuers where applicable, to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of the Group's property, plant and equipment at the balance sheet date is disclosed in Note 10 to the financial statements.

(c) Biological assets

The fair value of biological assets (other than annual crops and livestock) is estimated using the discounted cash flow model, which requires the Group to make an estimate of the expected future cash flows from the biological assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows, which is referenced to professional valuations or fair valued by independent professional valuers where significant. The valuation of these biological assets is particularly sensitive to discount rates and they are disclosed in Note 12.

(d) Fair value of financial instruments

Where the fair values of financial instruments recorded on the balance sheet cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flow model. The inputs to these models are derived from observable market data where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of model inputs regarding forward prices, credit risk, volatility and counterparty risk that are not supported by observable market data. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The valuation of financial instruments is described in more detail in Note 35.

4. Sale of goods and services

	Group	
	2017	2016
	\$'000	\$'000
Sale of goods	26,068,654	20,422,256
Sale of services	203,875	164,776
	26,272,529	20,587,032

Revenue from sale of goods is stated net of discounts and returns. It excludes interest income, realised gains or losses on derivatives and intra-group transactions.

Revenue from sale of services mainly represents ginning and toll processing income and freight charter income.

5. Other income

Other income included the following:-

	Group	
	2017	2016
	\$'000	\$'000
Gain on disposal of subsidiary (Note 13)	121,188	–
Gain on disposal of property, plant and equipment and intangible assets, net ¹	29,205	–
Commissions and claims, sale of packaging materials, sales of scrap and others	57,138	47,265
	207,531	47,265

1. Net gain on disposal of property, plant and equipment in the current financial year includes the gain on sale of USA orchards farmland amounting to \$34,168,000 in a Revenue Tier Sharing Arrangement where the Group will pay the buyer a share of the annual revenue from sale of harvests, while the Group continues to operate the orchards for the next 25 years.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

6. Cost of goods sold

The significant portion of the cost of goods sold pertains to the purchase costs of inventories sold. There are other directly attributable costs associated with cost of goods sold and these include:-

	Group	
	2017 \$'000	2016 \$'000
Shipping, logistics, commission and claims	(2,832,574)	(2,682,495)
Foreign exchange on cost of goods sold ¹	247,008	179,348
Gains on derivatives net of fair value changes	246,472	63,609
Inventories written down, net (Note 19)	(30,718)	(18,911)
Export incentives, subsidies and grant income received ²	27,789	51,384

1. Foreign exchange on cost of goods sold relate to foreign exchange movement arising between the time of purchase of goods and the time of sale of such goods.

2. Export incentives and subsidies relate to income from government agencies of various countries for the export of agricultural products.

7. Other expenses

Other expenses are stated after (charging)/crediting:-

	Group	
	2017 \$'000	2016 \$'000
Employee benefits expenses (Note 30)	(704,252)	(617,887)
Gain on foreign exchange, net	31,518	21,566
Bank charges	(74,416)	(57,530)
Travelling expenses	(67,867)	(55,829)
Transaction costs incurred in business combinations	-	(3,257)
Impairment loss on financial assets:		
• Trade receivables (Note 17)	(41,207)	(37,016)
• Advance payments to suppliers (Note 20)	(2,704)	(2,387)
Bad debts written back:		
• Trade receivables	385	35,083
• Advance payments to suppliers	998	756
Auditor's remuneration:		
• Ernst & Young LLP, Singapore	(1,518)	(2,000)
• Other member firms of Ernst & Young Global	(8,458)	(6,606)
• Other auditors	(920)	(1,601)
Non-audit fees:		
• Ernst & Young LLP, Singapore	(776)	(586)
• Other member firms of Ernst & Young Global	(1,983)	(137)
• Other auditors	(629)	(1,214)

8. Finance costs

Finance costs include the following:-

	Group	
	2017	2016
	\$'000	\$'000
Interest expense:		
• On bank overdrafts	36,670	44,390
• On bank loans	298,195	207,896
• On medium-term notes	204,154	174,899
• On bonds	25,950	40,213
• Others	37,249	35,419
	602,218	502,817
Less: interest expense capitalised in:		
• Property, plant and equipment and biological assets	(71,040)	(56,569)
	531,178	446,248

Interest was capitalised to capital work-in-progress, plant and machinery, buildings and biological assets by various subsidiaries of the Group at rates ranging from 5.50% to 7.50% (31 December 2016: from 5.00% to 7.50%) per annum.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

9. Income tax

(a) Major components of income tax expense

	Group	
	2017 \$'000	2016 \$'000
Profit and loss account		
Current income tax:		
• Singapore	81,210	29,493
• Foreign	73,742	54,218
Overprovision in respect of prior years	(900)	(1,527)
	154,052	82,184
Deferred income tax:		
• Singapore	(9,311)	(347)
• Foreign	(65,493)	12,477
Income tax expense	79,248	94,314

	Group	
	2017 \$'000	2016 \$'000
Statement of comprehensive income:		
Deferred income tax related to items credited directly to other comprehensive income:		
Net change in fair value adjustment reserves for derivative financial instruments designated as hedging instruments in cash flow hedges	(7,179)	(1,457)
Deferred tax recorded in other comprehensive income	(7,179)	(1,457)

(b) Relationship between tax expense and accounting profit

A reconciliation of the statutory tax rate to the Group's effective tax rate is as follows:-

	Group	
	2017 %	2016 %
Statutory tax rate	17.0	17.0
Tax effect of non-deductible expenses	2.3	5.7
Higher statutory tax rates of other countries ¹	3.3	10.4
Tax effect on over provision in respect of prior years	(0.3)	(0.4)
Tax effect of income taxed at concessionary rate ²	(0.2)	(0.2)
Tax effect on non-taxable/ exempt income ³	(6.2)	(9.4)
Tax effect of jointly controlled entities/associates	(1.8)	(0.9)
Tax effect of deferred tax assets not recognised	2.1	6.7
Tax effect of others, net	(3.6)	(7.1)
	12.6	21.8

1. The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

2. The Company is an approved company under the Global Trader Programme ("GTP") of International Enterprise Singapore and Development and Expansion Incentive ("DEI") under the International Headquarters ("IHQ") award of Singapore Economic Development Board. By virtue of this, the Company is entitled to a concessionary income tax rate of 5% for a period of 5 years from 1 July 2013 to 30 June 2018 on qualifying activities, products and income.

3. There are seven (31 December 2016: seven) subsidiaries within the Group that are taxed at the preferential tax rate of 0% (as opposed to the local headline/ statutory tax rates ranging from 20% to 35%) by the local tax authorities for periods ranging from 2 to 6 years, except one subsidiary which does not have an expiry date on preferential tax rate.

9. Income tax continued

(c) Deferred income tax

Deferred tax assets and deferred 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 taxes relate to the same taxable entity and the same taxation authority.

The amounts, after such offsets, are disclosed on the balance sheet as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Deferred tax assets	95,871	95,735	–	–
Deferred tax liabilities	(416,991)	(505,876)	(6,662)	(8,103)
Net deferred tax liabilities	(321,120)	(410,141)	(6,662)	(8,103)

Details of deferred tax assets and liabilities before offsetting is as follows:-

	Group				Company	
	Consolidated balance sheet		Consolidated profit and loss account		Balance sheet	
	31 December 2017 \$'000	31 December 2016 \$'000	2017 \$'000	2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Deferred tax liabilities:						
Property, plant and equipment and intangible assets	140,415	207,620	(65,005)	39,267	626	680
Fair value adjustment on business combinations	128,037	198,461	(28,409)	(16,319)	1,417	9,634
Biological assets	69,895	63,814	3,373	(13,289)	–	–
Convertible bonds	446	483	–	323	446	483
Others	–	–	(17,832)	13,695	–	–
Gross deferred tax liabilities	338,793	470,378			2,489	10,797
Deferred tax assets:						
Allowance for doubtful debts	(1,040)	(3,467)	(1,658)	(649)	–	76
Inventories written down	589	76	(532)	–	589	–
Revaluation of financial instruments to fair value	(9,264)	2,618	4,206	(2,420)	(4,762)	2,618
Unabsorbed losses	7,884	43,912	31,053	(22,316)	–	–
Others	19,504	17,098	–	13,838	–	–
Gross deferred tax assets	17,673	60,237			(4,173)	2,694
Net deferred tax liabilities	(321,120)	(410,141)			(6,662)	(8,103)
Deferred income tax (credit)/expense			(74,804)	12,130		

Unrecognised tax losses and capital allowances for which no deferred tax assets have been recognised

The Group has tax losses of \$372,978,000 (31 December 2016: \$320,957,000) and capital allowances of \$93,864,000 (31 December 2016: \$99,149,000) that are available for offset against future taxable profits of the companies in which the losses arose for which no deferred tax asset has been recognised. 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 and there is no expiry date on the utilisation of such tax losses and capital allowances for offset against future taxable profits, except for amounts of \$284,965,000 (31 December 2016: \$272,996,000) which will expire over financial years 2018 to 2022.

Unrecognised temporary differences relating to investments in subsidiaries and jointly controlled entities

At the end of the financial years ended 31 December 2016 and 31 December 2017, there is no deferred tax liability that needs to be recognised for taxes that would be payable on the undistributed earnings of certain of the Group's subsidiaries and jointly controlled entities as the Group has determined that if any undistributed earnings of its subsidiaries and jointly controlled entities are distributed in the foreseeable future, there will be no material tax impact.

Such temporary differences for which no deferred tax liability has been recognised aggregate to \$158,785,000 (31 December 2016: \$163,009,000). The deferred tax liability is estimated to be \$26,993,000 (31 December 2016: \$27,711,000).

Tax consequences of proposed dividends

There are no income tax consequences attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements in respect of the current and previous financial year (Note 27).

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

10. Property, plant and equipment

Group	Freehold land \$'000	Leasehold land and buildings \$'000	Plant and machinery \$'000	Other assets ¹ \$'000	Capital work-in- progress \$'000	Bearer plants \$'000	Total \$'000
Cost							
As at 1 January 2016, as restated	452,979	1,537,418	2,044,734	270,091	332,266	1,039,816	5,677,304
Additions	13,146	96,630	81,504	34,206	312,137	214,170	751,793
Acquired through business combination	58	186,215	181,611	4,685	76,489	2,607	451,665
Disposals	(6,986)	(19,395)	(39,539)	(8,512)	(1,344)	–	(75,776)
Reclassification	(23,616)	83,808	51,843	(14,402)	(110,492)	12,859	–
Foreign currency translation adjustments	(12,927)	(110,360)	(141,105)	(13,150)	27,063	23,803	(226,676)
As at 31 December 2016 and 1 January 2017	422,654	1,774,316	2,179,048	272,918	636,119	1,293,255	6,578,310
Additions	1,404	155,727	82,437	37,435	462,562	211,521	951,086
Disposals	(121,996)	(31,704)	(23,867)	(32,002)	(2,552)	–	(212,121)
Reclassification	17,144	221,619	158,624	9,188	(430,587)	24,012	–
Disposal of ownership interest in subsidiaries resulting in loss of control (Note 13)	–	(7,672)	(48,002)	(903)	(662)	–	(57,239)
Foreign currency translation adjustments	(26,228)	(62,021)	(124,037)	2,350	(11,065)	1,689	(219,312)
As at 31 December 2017	292,978	2,050,265	2,224,203	288,986	653,815	1,530,477	7,040,724
Accumulated depreciation and impairment loss							
As at 1 January 2016, as restated	–	219,790	565,656	124,800	–	45,078	955,324
Charge for the year	–	67,347	162,300	38,946	–	53,192	321,785
Disposals	–	(2,386)	(14,068)	(6,762)	–	–	(23,216)
Reclassification	–	(8,055)	8,494	(439)	–	–	–
Foreign currency translation adjustments	–	(14,395)	(27,683)	(7,107)	–	6,563	(42,622)
As at 31 December 2016 and 1 January 2017	–	262,301	694,699	149,438	–	104,833	1,211,271
Charge for the year	–	83,158	158,366	45,420	–	60,101	347,045
Disposals	–	(14,708)	(15,477)	(28,253)	–	–	(58,438)
Reclassification	–	8,362	(9,377)	1,015	–	–	–
Disposal of ownership interest in subsidiaries resulting in loss of control (Note 13)	–	(3,781)	(29,594)	(715)	–	–	(34,090)
Foreign currency translation adjustments	–	(11,427)	(37,094)	6,329	–	(8,709)	(50,901)
As at 31 December 2017	–	323,905	761,523	173,234	–	156,225	1,414,887
Net carrying value							
As at 31 December 2017	292,978	1,726,360	1,462,680	115,752	653,815	1,374,252	5,625,837
As at 31 December 2016	422,654	1,512,015	1,484,349	123,480	636,119	1,188,422	5,367,039

1. Other assets comprise of motor vehicles, furniture and fittings, office equipment and computers.

10. Property, plant and equipment continued

Company	Buildings \$'000	Plant and machinery \$'000	Motor vehicles \$'000	Furniture and fittings \$'000	Office equipment \$'000	Computers \$'000	Total \$'000
Cost							
As at 1 January 2016	585	922	1,540	2,150	1,156	28,287	34,640
Additions	–	11	–	4	–	185	200
Disposals	–	–	(285)	(8)	(21)	(17)	(331)
Foreign currency translation adjustments	12	19	20	42	22	571	686
As at 31 December 2016 and 1 January 2017	597	952	1,275	2,188	1,157	29,026	35,195
Additions	–	–	–	7,284	700	1,320	9,304
Foreign currency translation adjustments	(45)	(73)	(97)	(349)	(106)	(2,255)	(2,925)
As at 31 December 2017	552	879	1,178	9,123	1,751	28,091	41,574
Accumulated depreciation							
As at 1 January 2016	296	290	975	2,103	1,054	10,750	15,468
Charge for the year	49	128	166	16	33	6,461	6,853
Disposals	–	–	(271)	(8)	(21)	(13)	(313)
Foreign currency translation adjustments	9	11	15	42	21	508	606
As at 31 December 2016 and 1 January 2017	354	429	885	2,153	1,087	17,706	22,614
Charge for the year	49	105	141	743	92	6,465	7,595
Foreign currency translation adjustments	(28)	(35)	(71)	(183)	(86)	(1,517)	(1,920)
As at 31 December 2017	375	499	955	2,713	1,093	22,654	28,289
Net carrying value							
As at 31 December 2017	177	380	223	6,410	658	5,437	13,285
As at 31 December 2016	243	523	390	35	70	11,320	12,581

The carrying amount of freehold land, leasehold buildings, plant and machinery and bearer plants of the Group held under financial lease at the end of the reporting period was \$81,072,000 (31 December 2016: \$124,600,000). The Group's land, buildings, plant and machinery with a carrying amount of \$230,053,000 (31 December 2016: \$201,931,000) have been pledged to secure the Group's borrowings as set out in Note 24 to the financial statements.

Bearer plants consist of mature and immature almond orchards, coffee, cocoa, palm and rubber plantations.

The almond orchards and coffee plantations presently consist of trees aged between 1 and 28 years and 1 and 16 years respectively (31 December 2016: 1 and 27 years and 1 and 15 years respectively). The cocoa plantations presently consist of trees aged between 1 and 17 years (31 December 2016: 13 and 15 years).

Immature plantations mainly consist of almond, palm and rubber trees aged between 1 and 5 years amounting to \$707,317,000 (31 December 2016: \$509,965,000).

At the end of the financial year, the Group's total planted area of plantations is approximately 96,786 (31 December 2016: 78,324) hectares, excluding hectares for those commodities whose plantations are not managed by the Group.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

11. Intangible assets

Group	Goodwill \$'000	Customer relationships \$'000	Brands and trademarks ¹ \$'000	Software \$'000	Water Rights ² \$'000	Concession Rights ³ \$'000	Others ⁴ \$'000	Total \$'000
Cost								
As at 1 January 2016, as restated	538,939	115,628	128,728	68,031	184,141	81,337	124,986	1,241,790
Acquired through business combinations	139,022	17,650	24,144	–	–	–	13,064	193,880
Additions	–	–	–	10,872	–	–	814	11,686
Disposals	–	–	–	(1,973)	–	–	(758)	(2,731)
Foreign currency translation adjustments	16,606	3,586	3,755	1,513	1,670	(486)	2,646	29,290
As at 31 December 2016 and 1 January 2017	694,567	136,864	156,627	78,443	185,811	80,851	140,752	1,473,915
Additions	–	–	–	6,947	–	–	216	7,163
Disposals	–	–	–	(797)	–	–	(117)	(914)
Re-classification	–	–	–	176	–	–	(176)	–
Foreign currency translation adjustments	(51,786)	(10,351)	(11,995)	(5,557)	66	(738)	(9,775)	(90,136)
As at 31 December 2017	642,781	126,513	144,632	79,212	185,877	80,113	130,900	1,390,028
Accumulated amortisation and impairment								
As at 1 January 2016	4,512	33,636	–	30,153	–	35,899	23,251	127,451
Amortisation	–	12,537	–	5,632	–	4,301	9,226	31,696
Disposals	–	–	–	(746)	–	–	(570)	(1,316)
Foreign currency translation adjustments	(789)	1,232	–	617	–	729	687	2,476
As at 31 December 2016 and 1 January 2017	3,723	47,405	–	35,656	–	40,929	32,594	160,307
Amortisation	–	12,470	–	6,680	–	4,258	10,227	33,635
Disposals	–	–	–	(348)	–	–	(113)	(461)
Re-classification	–	–	–	39	–	–	(39)	–
Foreign currency translation adjustments	198	(3,879)	–	(2,297)	–	(2,514)	(2,244)	(10,736)
As at 31 December 2017	3,921	55,996	–	39,730	–	42,673	40,425	182,745
Net carrying value								
As at 31 December 2017	638,860	70,517	144,632	39,482	185,877	37,440	90,475	1,207,283
As at 31 December 2016	690,844	89,459	156,627	42,787	185,811	39,922	108,158	1,313,608
Average remaining amortisation period (years) – 31 December 2017								
Average remaining amortisation period (years) – 31 December 2017	–	1–14	–	1–10	–	9–19	1–48	
Average remaining amortisation period (years) – 31 December 2016	–	1–15	–	1–10	–	10–20	1–49	

11. Intangible assets continued

Company	Goodwill \$'000	Brands and trademarks \$'000	Software \$'000	Others ⁴ \$'000	Total \$'000
Cost					
As at 1 January 2016, as restated	147,327	897	35,001	52,660	235,885
Additions	–	–	10,295	443	10,738
Disposals	–	–	(1,907)	–	(1,907)
Reclassification	44,837	–	–	12,744	57,581
Foreign currency translation adjustments	18,324	18	1,079	5,444	24,865
As at 31 December 2016 and 1 January 2017	210,488	915	44,468	71,291	327,162
Additions	–	–	5,993	–	5,993
Disposals	–	–	(726)	–	(726)
Foreign currency translation adjustments	(16,120)	(70)	(3,536)	(5,460)	(25,186)
As at 31 December 2017	194,368	845	46,199	65,831	307,243
Accumulated amortisation					
As at 1 January 2016	–	–	9,911	7,123	17,034
Amortisation	–	–	3,211	2,494	5,705
Disposals	–	–	(718)	–	(718)
Foreign currency translation adjustments	–	–	311	257	568
As at 31 December 2016 and 1 January 2017	–	–	12,715	9,874	22,589
Amortisation	–	–	4,068	2,240	6,308
Disposals	–	–	(322)	–	(322)
Foreign currency translation adjustments	–	–	(1,067)	(812)	(1,879)
As at 31 December 2017	–	–	15,394	11,302	26,696
Net carrying amount					
As at 31 December 2017	194,368	845	30,805	54,529	280,547
As at 31 December 2016	210,488	915	31,753	61,417	304,573
Average remaining amortisation period (years)					
– 31 December 2017	–	–	1–10	2–48	
– 31 December 2016	–	–	1–10	3–49	

- Brands and trademarks include 'Dona', 'OK Foods' and 'OK Sweets' brands. The useful lives of the brands are estimated to be indefinite as management believes there is no foreseeable limit to the period over which the brands are expected to generate net cash flows for the Group.
- Water rights relate to perpetual access to share of water from a specified consumptive pool.
- Concession rights consist of rights to harvest trees in designated areas. Amortisation is charged over the estimated useful life of the concession rights.
- Others comprise land use rights, trade names, marketing agreements and non-compete fees. Land use rights relate to rights to land where the Group has acquired plantations. Amortisation is charged over the estimated useful lives of the land use rights.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

11. Intangible assets continued

Impairment testing of goodwill and other intangible assets

Goodwill and intangible assets with indefinite lives arising from business combinations have been allocated to the following cash-generating units ('CGU'), for impairment testing:-

	Goodwill		Brands and trademark		Water rights	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Olam Orchards Australia Pty Ltd	–	–	–	–	185,877	185,811
Cocoa Processing Business	231,835	251,062	–	–	–	–
Quintessential Foods Nigeria Limited	74,748	80,947	–	–	–	–
McCleskey Mills Inc.	74,671	80,864	–	–	–	–
Universal Blanchers	66,193	71,684	–	–	–	–
Brooks Peanuts Company	48,659	52,694	–	–	–	–
Packaged Foods brands	31,494	34,108	120,164	130,130	–	–
Caraway Nigeria Africa Limited (Formerly known as 'Ranona Limited')	43,032	46,599	–	–	–	–
Progida Group	12,499	13,535	–	–	–	–
Acacia Investments Limited	11,600	12,562	23,648	25,608	–	–
Olam Spices & Vegetables Ingredients	9,134	9,965	820	889	–	–
Olam Food Ingredients Holdings UK Limited	7,708	8,226	–	–	–	–
Olam International – Brazilian Cotton (Queensland Cotton Holdings)	5,880	6,367	–	–	–	–
Olam Food Ingredients Spain, S.L.	5,839	6,323	–	–	–	–
Dehydro Foods S.A.E.	4,697	5,086	–	–	–	–
Queensland Cotton Holdings:						
• Australian Cotton	5,023	5,021	–	–	–	–
• Australian Pulses	1,438	1,437	–	–	–	–
• USA Cotton	2,155	2,154	–	–	–	–
Hemarus Industries Limited	1,517	1,410	–	–	–	–
Usicam S.A.	738	800	–	–	–	–
	638,860	690,844	144,632	156,627	185,877	185,811

11. Intangible assets continued

Impairment testing of goodwill and other intangible assets continued

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 year period. The discount rates applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flows beyond the five year period are as follows:-

	Growth rates		Discount rates	
	31 December 2017 %	31 December 2016 %	31 December 2017 %	31 December 2016 %
Olam Orchards Australia Pty Ltd	–	–	13.00	13.00
Cocoa Processing Business	2.00	2.00	10.00	10.00
Quintessential Foods Nigeria Limited	–	–	11.40	11.40
McCleskey Mills Inc.	1.50	1.50	14.00	14.00
Universal Blanchers	2.00	2.00	10.00	10.00
Brooks Peanuts Company	1.50	1.50	10.00	10.00
Packaged Foods brands	3.00	3.00	12.50	12.50
Caraway Nigeria Africa Limited (Formerly known as 'Ranona Limited')	3.00	3.00	12.50	12.50
Progida Group	2.00	2.00	12.50	12.50
Acacia Investment Limited	3.00	3.00	17.70	17.70
Olam Spices & Vegetables Ingredients	2.00	2.00	12.00	12.00
Olam Food Ingredients Holdings UK Limited	–	–	12.50	12.50
Olam International – Brazilian Cotton (Queensland Cotton Holdings)	2.00	2.00	13.00	13.00
Olam Food Ingredients Spain, S.L.	–	–	12.00	12.00
Dehydro Foods S.A.E.	2.00	2.00	12.90	12.90
Queensland Cotton Holdings ¹	–	–	13.00	13.00
Hemarus Industries Limited	–	–	11.50	11.50
Usicam S.A.	2.00	2.00	12.00	12.00

1. The growth rates and discount rates used are the same for all CGUs relating to Queensland Cotton Holdings.

The calculations of value in use for the CGUs are most sensitive to the following assumptions:-

Budgeted gross margins – Gross margins are based on average values achieved at prevailing market conditions at the start of the budget period.

Growth rates – The growth rates indicated are as estimated by the management based on published industry research and do not exceed the long-term average growth rate for the industries relevant to the CGUs.

Discount rates – Discount rates reflect management's estimate of risks specific to each CGU. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals.

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For the financial year ended 31 December 2017

12. Biological assets

Group	Fruits on trees and annual crops \$'000	Livestock \$'000	Total \$'000
As at 1 January 2016, as restated	227,590	108,556	336,146
Net additions/(reductions)	41,687	(52,351)	(10,664)
Capitalisation of expenses	32,029	62,637	94,666
Net change in fair value less estimated costs to sell	18,160	(4,019)	14,141
Foreign currency translation adjustments	4,733	11,542	16,275
As at 31 December 2016 and 1 January 2017	324,199	126,365	450,564
Net reductions	(30,398)	(53,214)	(83,612)
Capitalisation of expenses	64,453	70,180	134,633
Net change in fair value less estimated costs to sell	(22,668)	7,418	(15,250)
Foreign currency translation adjustments	(7,171)	(7,508)	(14,679)
As at 31 December 2017	328,415	143,241	471,656

Fruits on trees and annual crops

During the financial year, the Group harvested approximately 43,429 metric tonnes (31 December 2016: 44,071 metric tonnes) of almonds, which had a fair value less estimated point-of-sale costs of approximately \$262,904,000 (31 December 2016: \$463,805,000). The fair value of almonds was determined with reference to the market prices at the date of harvest.

Annual crops consist of various commodities such as cotton, onions, tomatoes and other vegetables, rice and grains. For cotton, onions, tomatoes and other vegetables, the Group provides seeds to farmers to sow and grow while for rice and grains, the Group manages its own farms. For annual crops where seeds are provided, the farmers take all the harvest risks and bear all the farming costs. However, the Group has the first right to buy the produce from these farmers, when these annual crops are harvested.

At the end of the financial year, the Group's total planted area of annual crops is approximately 99,310 (31 December 2016: 111,712) hectares, excluding for those commodities where farms are not managed by the Group.

Fair value determination

The fair value of fruits on trees is estimated with reference to an independent professional valuation using the present value of expected net cash flows from the biological assets.

The following table shows the key inputs used:-

Key inputs	Inter-relationship between key inputs and fair value measurement
Discount rates of 14.6% (31 December 2016: 15.0%) per annum	The estimated fair value increases as the estimated discount rate per annum decreases, and vice versa.
Market prices approximating \$9,993 (31 December 2016: \$9,500) per metric tonne	The estimated fair value increases as the respective inputs increase, and vice versa.

The annual crops have been valued using adjusted cost, based on the estimate of the yield and cost of the crop at harvest discounted for the remaining time to harvest, which approximates fair value.

Livestock

Livestock relates mainly to dairy cattle in Uruguay and Russia. At the end of the financial year, the Group held 42,297 (31 December 2016: 32,290) cows, which are able to produce milk (mature assets) and 38,321 (31 December 2016: 39,579) heifers and calves, being raised to produce milk in the future (immature assets). The cows produced 245 million litres (31 December 2016: 166 million litres) of milk with a fair value less estimated point-of-sale costs of \$146,978,000 (31 December 2016: \$94,051,000) during the financial year.

Fair value determination

The fair value of livestock is determined based on valuations by an independent professional valuer using market prices ranging from \$69 to \$5,132 (31 December 2016: \$69 to \$3,796) of livestock of similar age, breed and generic merit.

Financial risk management strategies related to agricultural activities

The Group is exposed to financial risk in respect of agricultural activity. The agricultural activity of the Group consists of the management of biological assets to produce marketable output. The primary financial risk associated with this activity occurs due to the length of time between expending cash on the purchase or planting and maintenance of biological assets and on harvesting and ultimately receiving cash from the sale of the marketable output. The Group plans for cash flow requirements for such activities and manages its debt and equity portfolio actively.

13. Subsidiary companies

	Company	
	31 December 2017 \$'000	31 December 2016 \$'000
Unquoted equity shares at cost	4,982,916	3,101,835
Less: Impairment loss	(16,130)	(16,130)
Foreign currency translation adjustments	7,380	314,602
	4,974,166	3,400,307
Loans to subsidiary companies	1,069,345	2,150,153
	6,043,511	5,550,460

Loans to subsidiary companies denominated in currencies other than functional currency of the Company are as follows:-

	Company	
	31 December 2017 \$'000	31 December 2016 \$'000
Euro	96,945	513,596

No impairment has been recognised in both current and previous financial year on the investment in the subsidiaries as the carrying amount exceeds the fair value based on the net asset value of the subsidiaries.

Loans to subsidiary companies are unsecured and are not repayable within the next 12 months. The loans are non-interest bearing, except for amounts of \$74,131,000 (31 December 2016: \$722,690,000) which bear interest ranging from 3.3% to 7.0% (31 December 2016: 1.0% to 7.5%) per annum.

The Group did not have any material non-controlling interests as at the balance sheet dates.

Composition of the Group

Details of significant subsidiary companies are as follows:-

Name of company	Country of incorporation	Principal activities	Effective percentage of equity held by the Group	
			31 December 2017 %	31 December 2016 %
Olam Ghana Limited ¹	Ghana	(a)	100	100
Olam Ivoire SA ¹	Ivory Coast	(a)	100	100
Olam Nigeria Limited ¹	Nigeria	(a)	100	100
Outspan Ivoire SA ¹	Ivory Coast	(a)	100	100
Olam Moçambique, Limitada ¹	Mozambique	(a)	100	100
Olam Vietnam Limited ¹	Vietnam	(a)	100	100
Olam South Africa (Proprietary) Limited ¹	South Africa	(a)	100	100
Olam Brasil Ltda ¹	Brazil	(a)	100	100
Olam Europe Limited ¹	United Kingdom	(a)	100	100
PT Olam Indonesia ¹	Indonesia	(a)	100	100
Olam Agricola Ltda. ¹	Brazil	(a)	100	100
Olam Argentina S.A. ¹	Argentina	(a)	100	100
Café Outspan Vietnam Limited ¹	Vietnam	(a)	100	100
LLC Outspan International ¹	Russia	(a)	100	100
Olam Enterprises India Private Limited ¹	India	(a)	100	100
Crown Flour Mills Limited ¹	Nigeria	(a)	100	100
Olam Orchards Australia Pty Ltd ¹	Australia	(a) & (c)	100	100
tt Timber International AG ²	Switzerland	(a) & (b)	100	100
Congolaise Industrielle des Bois SA ¹	Republic of Congo	(a)	100	100
NZ Farming Systems Uruguay Limited ¹	New Zealand	(a), (b) & (c)	100	100

Notes to the Financial Statements continued
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13. Subsidiary companies continued

Composition of the Group continued

Details of significant subsidiary companies are as follows:-

Name of company	Country of incorporation	Principal activities	Effective percentage of equity held by the Group	
			31 December 2017 %	31 December 2016 %
Caraway Pte Ltd ¹	Singapore	(a)	75	75
OK Foods Limited ¹	Nigeria	(a) & (b)	75	75
Caraway Nigeria Africa Limited ¹ (Formerly known as 'Ranona Limited')	Nigeria	(a)	75	75
Nutrifoods Ghana Limited ¹	Ghana	(a)	75	75
Olam Sanyo Foods Limited ¹	Nigeria	(a)	75	75
Olam Cocoa Processing Cote d'Ivoire ¹	Ivory Coast	(a)	100	100
Seda Outspan Iberia S.L. ¹	Spain	(a)	100	100
Dehydro Foods S.A.E. ¹	Egypt	(a)	100	100
Queensland Cotton Holdings Pty Ltd ¹	Australia	(a) & (b)	100	100
Olam Holdings Inc ¹ (Formerly known as 'Olam Holdings Partnership')	The United States of America	(a), (b) & (c)	100	100
Progida Tarım Ürünleri Sanayi ve Ticaret A.Ş. ¹	Turkey	(a)	100	100
Progida Pazarlama A.Ş. ¹	Turkey	(a)	100	100
LLC Russian Dairy Company ¹	Russia	(c)	93	93
Gabon Fertilizer Company SA ¹	Gabon	(a)	80	80
Olam Palm Gabon SA ¹	Gabon	(a) & (c)	60	60
Olam Rubber Gabon SA ¹	Gabon	(a) & (c)	60	60
Olam Cam SA ¹	Cameroon	(a)	100	100
Panasia International FZCO ²	United Arab Emirates	(a)	100	100
Olam International UK Limited ²	United Kingdom	(b)	100	100
Olam Cocoa Processing Ghana Limited ²	Ghana	(a)	100	100
Olam Cocoa Ivoire SA ²	Ivory Coast	(a)	100	100
Olam Cocoa B.V. ²	Netherlands	(a)	100	100
Olam Cocoa Deutschland GmbH ²	Germany	(a)	100	100
Olam Suisse Sarl ¹	Switzerland	(a)	100	100
Olam Cocoa Pte Limited ²	Singapore	(a)	100	100
Acacia Investment Limited ³	United Arab Emirates	(b)	100	100
Fasorel Sarl ²	Mozambique	(a)	100	100
Quintessential Foods Nigeria Limited ¹	Nigeria	(a)	100	100
Olam Holdings B.V. ²	Netherlands	(b)	100	100

(a) Sourcing, processing, packaging and merchandising of agricultural products and inputs.

(b) Investment holding.

(c) Agricultural operations.

1. Audited by member firms of Ernst & Young Global.

2. Audited by other Certified Public Accounting ('CPA') firms.

3. No statutory audit is required.

13. Subsidiary companies continued

Disposal of ownership interest in a subsidiary resulting in loss of control

Far East Agri Pte Ltd

On 21 December 2017, the Company completed the sale of 50% stake in Far East Agri Pte Ltd (which holds 100% of PT Dharmapala Usaha Sukses in Indonesia), collectively known as “FEA group” to a third party. The cash consideration is \$137,010,000, of which \$20,552,000 is deferred; resulting in a net cash inflow on disposal of subsidiary of \$113,539,000 recorded in the consolidated cash flow statement.

The net assets derecognised on disposal and together with the fair value of retained interest has resulted in a gain on disposal of \$121,188,000 which has been recorded in ‘Other Income’ in profit and loss account (Note 5). Upon the sale, FEA Group ceased to be a subsidiary of the Company and has been classified as a jointly-controlled entity (Note 14(a)).

The value of assets and liabilities recorded in the consolidated financial statements as at 21 December 2017 that was disposed is as follows:-

	\$'000
Property, plant and equipment (Note 10)	23,149
Non-current assets	29,244
Current assets	99,145
Cash and bank balances	2,919
	154,457
Current liabilities	60,704
Non-current liabilities	43,044
	103,748
Net assets	50,709

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For the financial year ended 31 December 2017

14. Investments in jointly controlled entities and associates

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Jointly controlled entities (Note 14(a))	281,001	247,748	198,815	124,256
Associates (Note 14(b))	789,939	642,090	581,742	600,570
	1,070,940	889,838	780,557	724,826

(a) Investments in jointly controlled entities

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Unquoted equity shares at cost ¹	57,818	1,551	45,936	–
Share of post-acquisition reserves	63,830	102,376	–	–
Loans to jointly controlled entities ²	154,022	124,256	154,022	124,256
Foreign currency translation adjustments	5,331	19,565	(1,143)	–
	281,001	247,748	198,815	124,256

- In the current financial year, the Group had divested 50% stake in Far East Agri Pte Ltd and its subsidiary and is now accounted for as a jointly controlled entity (Note 13).
- Loans to jointly controlled entities are unsecured, not expected to be repayable within the next 12 months and are interest free, except for loan balances amounting to \$39,277,000 (31 December 2016: \$Nil) that bears interest ranging from 3.25% to 4.00% (31 December 2016: Nil).

As of 31 December 2016 and 31 December 2017, no jointly controlled entity was individually material to the Group. However, list of key jointly controlled entities among all the immaterial jointly controlled entities of the Group at the end of financial year are as follows:-

Name of company	Country of incorporation	Principal activities	Percentage of equity held	
			31 December 2017 %	31 December 2016 %
Held by the Company				
Nauvu Investments Pte Ltd ¹	Singapore	Sourcing, processing and trading of agricultural commodities and technical services	50	50
Far East Agri Pte Ltd ²	Singapore	Processing and trading of agricultural commodities	50	–

- Audited by Ernst & Young LLP, Singapore.
- Audited by member firms of Ernst & Young Global.

14. Investments in jointly controlled entities and associates continued

(a) Investments in jointly controlled entities continued

The summarised financial information in respect of the jointly controlled entities, based on its FRS financial statements and reconciliation with the carrying amount of the investments in the combined financial statements are as follows:-

	Group	
	31 December 2017 \$'000	31 December 2016 \$'000
Summarised balance sheet		
Non-current assets	414,953	563,044
Current assets	115,238	62,261
Total assets	530,191	625,305
Non-current liabilities	262,479	368,685
Current liabilities	51,460	7,387
Total liabilities	313,939	376,072
Net assets	216,252	249,233
Proportion of the Group's ownership:		
Group's share of net assets	106,910	123,492
Goodwill on acquisition	20,069	–
Loan to jointly-controlled entities	154,022	124,256
Carrying amount of the investments	281,001	247,748
Summarised statement of comprehensive income		
Revenue	21,167	13,535
Profit after tax	455	10,026
Total comprehensive income	455	10,026

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14. Investments in jointly controlled entities and associates continued

(b) Investments in associates

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Unquoted equity shares at cost	328,957	350,714	373,962	373,424
Share of post-acquisition reserves	214,353	42,797	–	–
Loans to associates ¹	289,927	258,794	263,682	256,683
Less: Impairment loss	(35,596)	(35,596)	(35,596)	(35,596)
Foreign currency translation adjustments	(7,702)	25,381	(20,306)	6,059
	789,939	642,090	581,742	600,570

1. Loans to associates are unsecured, not expected to be repayable within the next 12 months and are interest-free except for an amount of \$265,073,000 (31 December 2016: \$256,683,000) that bears interest of 7.50% (31 December 2016: 5.00% to 7.50%) per annum.

As of 31 December 2016 and 31 December 2017, no associate was individually material to the Group. However, list of key associates among all the immaterial associates of the Group at the end of financial year are as follows:-

Name of company	Country of incorporation	Principal activities	Percentage of equity held	
			31 December 2017 %	31 December 2016 %
Held by the Company				
Gabon Special Economic Zone SA ¹	Gabon	Infrastructure development	40.49	40.49
Open Country Dairy Limited ²	New Zealand	Processing and trading of agricultural commodities	15.19	15.19

1. Audited by member firms of Ernst & Young Global.

2. Audited by other CPA firms.

Management has assessed and is satisfied that the Group retains significant influence over Open Country Dairy Limited as the Group continues to hold positions in the Board of Directors of the entity and actively participates in all board meetings.

The summarised financial information in respect of the material associates based on its FRS financial statements and reconciliation with the carrying amount of the investment in the combined financial statements are as follows:-

	Group	
	31 December 2017 \$'000	31 December 2016 \$'000
Summarised balance sheet		
Non-current assets	1,727,544	1,335,418
Current assets	1,238,213	1,026,082
Total assets	2,965,757	2,361,500
Non-current liabilities	645,563	838,299
Current liabilities	814,339	377,695
Total liabilities	1,459,902	1,215,994
Net assets	1,505,855	1,145,506
Proportion of the Group's ownership:		
Group's share of net assets	511,797	364,688
Goodwill on acquisition	14,461	18,608
Loan to associates	263,682	258,794
Carrying amount of the investments	789,940	642,090
Summarised statement of comprehensive income		
Revenue	1,908,573	1,072,362
Profit after tax	179,916	87,785
Other comprehensive income	37,780	(19,616)
Total comprehensive income	217,696	68,169

15. Long-term investments

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Quoted equity shares	257,519	136,321	257,519	136,321
Unquoted equity shares	–	12,171	–	–
	257,519	148,492	257,519	136,321

The Group's investment in quoted equity shares relates to a 18.56% (31 December 2016: 18.56%) investment in PureCircle Limited ('PureCircle'). Management has assessed and is of the view that the Group does not retain significant influence over PureCircle and is accounted for as fair value through other comprehensive income. The investment in unquoted equity shares relates to a 20% investment in Olam Grains Australia Pty Ltd which was disposed in the current financial year.

16. Amounts due from subsidiary companies

	Company	
	31 December 2017 \$'000	31 December 2016 \$'000
Trade receivables	1,906,156	1,886,313
Loans to subsidiaries	1,877,382	1,790,805
Non-trade payables	(1,857,122)	(93,970)
	1,926,416	3,583,148

Loans to subsidiaries include amounts totalling \$1,112,709,000 (31 December 2016: \$1,479,030,000) which are unsecured and bear interest ranging from 2.00% to 7.50% (31 December 2016: 0.60% to 7.50%) per annum, repayable on demand and are to be settled in cash. The remaining amounts are non-interest bearing, unsecured, repayable on demand and are to be settled in cash.

The other amounts are non-interest bearing, unsecured, subject to trade terms or repayable on demand, and are to be settled in cash.

Amounts due from subsidiary companies denominated in currencies other than functional currency of the Company are as follows:-

	Company	
	31 December 2017 \$'000	31 December 2016 \$'000
Euro	1,200,445	1,504,480
Indian Rupee	1,275,453	877,662
Great Britain Pounds	154,531	508,675
Australian Dollar	(1,892,055)	(2,227)
Amounts due from subsidiary companies are stated after deducting impairment loss:		
• Trade	7,792	8,261
• Non-trade	22,630	24,506
	30,422	32,767

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17. Trade receivables

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Trade receivables	1,635,078	1,407,854	963,987	385,144
Indirect tax receivables	266,847	248,603	1,605	476
	1,901,925	1,656,457	965,592	385,620

Trade receivables are non-interest bearing and are subject to trade terms of 30 to 60 days' terms. They are recognised at their original invoice amounts, which represent their fair values on initial recognition. Indirect tax receivables comprise goods and services, value-added taxes and other indirect forms of taxes.

Trade receivables denominated in currencies other than functional currencies of Group companies are as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Euro	298,090	24,619	278,043	12,337
United States Dollar	144,301	165,922	–	–
Great Britain Pounds	56,791	87,844	36,734	–

Trade receivables include amounts of \$8,559,000, \$21,836,000 and \$Nil (31 December 2016: \$295,000, \$Nil and \$2,318,000) due from associates, a jointly controlled entity and a shareholder related company, respectively.

The expected credit loss provision as at 31 December 2017 is determined as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Trade receivables measured at amortised cost	1,716,289	1,458,774	1,014,215	414,387
Less: Lifetime expected credit loss for trade receivables	(81,211)	(50,920)	(50,228)	(29,243)
Total trade receivables measured at amortised cost	1,635,078	1,407,854	963,987	385,144
Movement in allowance accounts:-				
As at beginning of year	50,920	60,721	29,243	42,440
Charge for the year	41,207	37,016	23,818	27,972
Written off	(6,102)	(542)	–	–
Written back	(1,272)	(44,319)	–	(41,405)
Foreign currency translation adjustments	(3,542)	(1,956)	(2,833)	236
As at end of year	81,211	50,920	50,228	29,243

Receivables that are past due but not impaired

The analysis of the Group and Company's ageing for receivables that are past due but not impaired is as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Trade receivables past due but not impaired:-				
Less than 30 days	384,032	346,694	145,240	56,932
30 to 60 days	125,057	194,829	31,091	9,584
61 to 90 days	75,642	38,006	47,148	10,832
91 to 120 days	69,142	20,578	19,771	813
121 to 180 days	18,090	8,459	5,288	1,880
More than 180 days	39,079	39,961	22,787	6,234
Total trade receivables measured at amortised cost	711,042	648,527	271,325	86,275

18. Margin accounts with brokers

Margin accounts are maintained with recognised futures dealers and brokers for trades done on the futures exchanges. These margin accounts move in relation to trades done on futures, variation margins required and prices of the commodities traded.

These amounts reflect the payments made to futures dealers as initial and variation margins depending on the volume of trades done and price movements.

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Margin deposits with brokers	583,925	1,037,352	488,250	970,574
Amounts due to brokers	(184,245)	(872,394)	(183,388)	(817,030)
	399,680	164,958	304,862	153,544

19. Inventories

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Balance sheets:				
Commodity inventories at fair value	4,096,968	5,365,835	1,267,257	1,038,380
Commodity inventories at the lower of cost and net realisable value	1,947,713	2,048,476	137,743	106,606
	6,044,681	7,414,311	1,405,000	1,144,986
Profit and loss account:				
Inventories recognised as an expense in cost of goods sold inclusive of the following (charge)/credit	(21,442,547)	(15,940,068)	(17,535,130)	(11,875,179)
• Inventories written down	(46,757)	(38,664)	(25,397)	(11,435)
• Reversal of write-down of inventories ¹	16,039	19,754	11,321	10,366

1. The reversal of write-down of inventories is made when the related inventories are sold above their carrying amounts.

20. Advance payments to suppliers/subsidiary companies

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Third parties	743,516	880,602	116,243	142,456
Subsidiary companies	–	–	852,001	2,196,193
	743,516	880,602	968,244	2,338,649

These represent advance payments to suppliers and subsidiary companies for procurement of physical commodities.

Advance payments to suppliers and subsidiary companies denominated in currencies other than functional currencies of Group companies are as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
United States Dollar	37,193	67,803	–	–
Euro	36,968	30,269	455,950	613,857
Great Britain Pounds	126	168	582	62,596

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20. Advance payments to suppliers/subsidiary companies continued

Advance payments to subsidiary companies are stated after deducting allowance for doubtful debts of \$40,773,000 (31 December 2016: \$43,483,000).

Advance payments to suppliers (third parties) for the Group and Company are stated after deducting allowance for doubtful debts of \$11,423,000 and \$769,000 (31 December 2016: \$12,450,000 and \$472,000) respectively.

The movement in the allowance accounts for advance payment to suppliers is as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Movement in allowance accounts:-				
As at beginning of year	12,450	17,337	472	6,561
Charge for the year	2,704	2,387	354	452
Written off	(2,093)	(7,285)	(13)	(5,956)
Written back	(998)	(756)	-	(446)
Foreign currency translation adjustments	(640)	767	(44)	(139)
As at end of year	11,423	12,450	769	472

21. Other current/non-current assets

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Current:				
Sundry receivables ¹	216,485	362,123	21,172	1,189
Export incentives and subsidies receivable ²	70,479	69,983	-	-
Amounts due from jointly-controlled entity, associates and a shareholder related company	64,295	29,425	20,046	23,314
Deposits	61,168	59,772	2,121	2,565
Option premium receivable	5,843	3,632	4,798	3,632
Staff advances ³	9,466	8,182	369	492
Insurance receivables ⁴	17,679	32,493	6,858	3,548
Short-term investment	11,600	4,478	-	-
	457,015	570,088	55,364	34,740
Prepayments ⁵	317,291	356,819	112,697	116,376
Advance corporate tax paid	67,351	35,633	-	-
Taxes recoverable	6,530	24,138	-	-
	848,187	986,678	168,061	151,116
Non-current:				
Other non-current assets ⁶	25,852	30,400	-	-

1. Sundry receivables include receivables amounting to \$Nil (31 December 2016: \$162,449,000) which relate to the sale-and-leaseback of the Awala palm plantations.

2. These relate to incentives and subsidies receivable from the Government agencies of various countries for export of agricultural products. There are no unfulfilled conditions or contingencies attached to these incentives and subsidies.

3. Staff advances are interest-free, unsecured, repayable within the next 12 months and are to be settled in cash.

4. Insurance receivables pertain to pending marine and inventories insurance claims. The outstanding claims are currently being processed by the insurance companies for final settlement.

5. Prepayments mainly pertain to prepaid expenses incurred for sourcing, processing, packaging and merchandising of agricultural products and inputs.

6. Other non-current assets include an investment in a dairy co-operative in Uruguay, which is accounted at cost amounting to \$11,061,000 (31 December 2016: \$11,978,000).

22. Trade payables and accruals

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Trade payables	1,637,565	1,538,786	923,272	799,160
Accruals	457,244	567,802	159,053	150,123
Advances received from customers	43,732	51,459	–	–
GST payable and equivalent	45,811	43,447	5,025	–
	2,184,352	2,201,494	1,087,350	949,283

Trade payables are non-interest bearing. Trade payables are subject to trade terms of 30 to 60 days' terms while other payables have an average term of two months.

Trade payables and accruals denominated in currencies other than functional currencies of Group companies are as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Euro	178,813	124,705	173,627	121,564
Great Britain Pounds	140,042	340,044	124,962	293,772
United States Dollar	31,391	37,336	–	–

Trade payables include amounts of \$19,471,000 (31 December 2016: \$Nil) and \$Nil (31 December 2016: \$18,000) due to an associate and a jointly controlled entity respectively.

Accruals mainly relate to operating costs such as logistics, insurance premiums and employee benefits.

23. Other current liabilities

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Interest payable on bank loans	82,951	81,355	74,526	75,110
Sundry payables	339,816	261,081	–	6,647
Option premium payable	18,450	33,419	18,450	33,419
Amount due to jointly controlled entities	19,626	–	18,155	–
	460,843	375,855	111,131	115,176
Withholding tax payable	12,470	7,876	–	–
	473,313	383,731	111,131	115,176

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

24. Borrowings

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Current:				
Bank overdrafts (Note 33)	104,544	190,165	–	–
Bank loans	2,644,191	3,220,351	1,259,505	1,694,362
Term loans from banks	1,643,678	1,842,830	799,690	1,218,610
Medium-term notes	249,863	719,659	249,863	719,659
Obligation under finance leases (Note 28(c))	17,933	10,030	–	–
	4,660,209	5,983,035	2,309,058	3,632,631
Non-current:				
Term loans from banks	2,750,543	4,232,530	1,335,932	3,092,015
Medium-term notes	3,778,652	2,983,926	3,317,732	2,983,926
Obligation under finance leases (Note 28(c))	66,412	111,701	–	–
Other bonds	332,122	359,396	332,122	359,396
	6,927,729	7,687,553	4,985,786	6,435,337
	11,587,938	13,670,588	7,294,844	10,067,968

Borrowings denominated in currencies other than functional currencies of Group companies are as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Singapore Dollar	1,482,143	1,480,199	1,481,730	1,480,199
United States Dollar	341,014	253,992	–	–
Australian Dollar	185,096	200,279	185,082	200,279
Japanese Yen	371,332	146,690	371,332	146,690
Great Britain Pounds	20,289	18,703	–	–
Euro	420,271	–	–	–

Bank overdrafts and bank loans

The bank loans to the Company are repayable within 12 months and bear interest in a range from 1.95% to 3.65% (31 December 2016: 1.26% to 1.61%) per annum.

The bank loans and bank overdrafts to the subsidiary companies are repayable within 12 months and bear interest in a range from 0.65% to 22.00% (31 December 2016: 0.80% to 26.00%) per annum.

Bank loans include an amount of \$17,885,000 (31 December 2016: \$24,079,000) secured by the assets of subsidiaries. The remaining amounts of bank loans are unsecured.

Term loans from banks

Term loans from banks to the Company bear interest at floating interest rates ranging from 2.47% to 3.20% (31 December 2016: 1.56% to 2.76%) per annum. Term loans to the Company are unsecured and are repayable within five years.

Term loans from banks to the subsidiary companies bear interest at floating interest rates ranging from 0.91% to 12.00% (31 December 2016: 1.20% to 12.00%) per annum. Term loans from banks to the subsidiary companies are repayable between two to fifteen years (31 December 2016: two and seven years).

Term loans from banks include an amount of \$101,141,000 (31 December 2016: \$93,992,000) secured by the assets of subsidiaries. The remaining amounts of term loans from banks are unsecured.

24. Borrowings continued

Medium-term notes

The Company has a \$800,000,000 multicurrency medium-term notes ('MTN') programme and a US\$5,000,000,000 Euro medium-term notes ('EMTN') programme. The drawdowns from the MTN and EMTN are unsecured.

The MTN and EMTN are as follows:-

	Maturity	Group		Company	
		31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Current:					
Multicurrency medium-term note programme:					
• 5.75% fixed rate notes	2017	–	719,659	–	719,659
• 6.00% fixed rate notes	2018	249,863	–	249,863	–
Non-current:					
Multicurrency medium-term note programme:					
• 6.00% fixed rate notes	2018	–	249,638	–	249,638
Euro medium-term note programme:					
• 4.25% fixed rate notes	2019	399,077	398,484	399,077	398,484
• 5.80% fixed rate notes	2019	349,422	349,047	349,422	349,047
• 4.50% fixed rate notes	2020	398,741	430,748	398,741	430,748
• 4.875% fixed rate notes	2020	185,082	200,279	185,082	200,279
• 1.375% fixed rate notes	2020	68,272	73,860	68,272	73,860
• 4.00% fixed rate notes	2020	66,662	72,119	66,662	72,119
• 6.00% fixed rate notes	2022	483,369	483,030	483,369	483,030
• 4.50% fixed rate notes	2021	600,963	653,891	600,963	653,891
• 1.427% fixed rate notes	2021	67,241	72,830	67,241	72,830
• 0.47% fixed rate notes	2022	67,848	–	67,848	–
• 4.375% fixed rate notes	2023	396,378	–	396,378	–
• 0.9725% fixed rate notes	2022	72,089	–	72,089	–
• 3.65% fixed rate notes	2022	66,706	–	66,706	–
• 0.9825% fixed rate notes	2022	95,882	–	95,882	–
Other medium-term notes:					
• 3.90% fixed rate notes	2022	233,800	–	–	–
• 3.73% fixed rate notes	2022	227,120	–	–	–
		3,778,652	2,983,926	3,317,732	2,983,926

Obligations under finance leases

Obligations under finance leases amounting to \$18,101,000 (31 December 2016: \$19,602,000) are guaranteed by a subsidiary company.

Obligations under finance leases bear interest ranging from 8.05% to 25.00% (31 December 2016: 0.96% to 9.22%) per annum and are repayable between 1 and 25 years (31 December 2016: 1 and 20 years).

Other bonds

	Group and Company	
	31 December 2017 \$'000	31 December 2016 \$'000
Non-current:		
7.50% unsecured senior bonds ¹	332,122	359,396

1. On 7 August 2010, the Company issued 7.50% interest bearing unsecured senior bonds of US\$250,000,000 due in 2020. The interest is payable semi-annually. On 9 July 2014, the Company repurchased US\$917,000 of the senior bonds. Upon settlement, the repurchased portion was cancelled and the aggregate outstanding principal amount following such cancellation is US\$249,083,000.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

24. Borrowings continued

A reconciliation of liabilities arising from financing activities is as follows:-

	Group				31 December 2017 \$'000
	31 December 2016 \$'000	Cash Flows \$'000	Non-cash changes		
			Foreign exchange movement \$'000	Disposal of subsidiary (Note 13) \$'000	
Bank borrowings and obligations under finance leases (exclude bank overdrafts)	9,417,442	(1,779,508)	(491,308)	(23,869)	7,122,757
Medium-term notes	3,703,585	394,299	(69,369)	–	4,028,515
Other bonds	359,396	–	(27,274)	–	332,122

25. Earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding (excluding treasury shares) during the year.

Diluted earnings per share is calculated by dividing the adjusted net profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding (excluding treasury shares) during the year adjusted for the effects of dilutive shares and options.

The following reflects the profit and share data used in the basic and diluted earnings per share computations for the financial years ended 31 December:-

	Group	
	31 December 2017 \$'000	31 December 2016 \$'000
Net profit attributable to owners of the Company	580,743	351,312
Less: Accrued capital securities distribution	(56,635)	(33,568)
Adjusted net profit attributable to owners of the Company for basic and dilutive earnings per share	524,108	317,744

	No. of shares	
	No. of shares	No. of shares
Weighted average number of ordinary shares on issue applicable to basic earnings per share	2,814,058,047	2,753,842,602
Dilutive effect of convertible bonds	–	6,332,446
Dilutive effect of share options	2,314,339	1,035,086
Dilutive effect of performance share plan	35,528,711	23,098,975
Dilutive effect of warrants	72,287,589	66,835,892
Adjusted weighted average number of ordinary shares applicable to diluted earnings per share	2,924,188,686	2,851,145,001

The incremental shares relating to the outstanding convertible bonds have not been included in the calculation of diluted earnings per share as they are anti-dilutive for the previous financial year. During the current financial year, there are no such items.

There have been no other transactions involving ordinary shares or potential ordinary shares since the reporting date and the date of these financial statements.

26. Share capital, treasury shares, perpetual capital securities and warrants

(a) Share capital

	Group and Company			
	31 December 2017		31 December 2016	
	No. of shares	\$'000	No. of shares	\$'000
Ordinary shares issued and fully paid ¹				
Balance at beginning of year	2,829,036,837	3,087,894	2,825,645,142	3,082,499
Issue of shares on exercise of warrants	391,928,073	585,542	3,221,695	5,096
Issue of shares on exercise of share options	80,000	770	170,000	299
Balance at end of year	3,221,044,910	3,674,206	2,829,036,837	3,087,894

1. The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

(b) Treasury shares

	Group and Company			
	31 December 2017		31 December 2016	
	No. of shares	\$'000	No. of shares	\$'000
Ordinary shares issued and fully paid ¹				
Balance at beginning of year	101,165,100	190,465	52,196,000	96,081
Use of treasury shares for share awards/options ²	(1,631,500)	(3,189)	–	–
Share buyback during the year	–	–	48,969,100	94,384
Balance at end of year	99,533,600	187,276	101,165,100	190,465

2. The Company used 1,631,500 treasury shares during the current financial year towards the release of 1,321,500 restricted share awards and issuance of 310,000 shares on exercise of share options.

(c) Capital securities

S\$275,000,000 7.00% Perpetual Capital Securities

On 1 March 2012, the Company issued perpetual capital securities (the 'perpetual securities') with an aggregate principal amount of S\$275,000,000. Issuance costs incurred amounting to \$4,549,000 were recognised in equity as a deduction from proceeds.

Such perpetual securities bear distributions at a rate of 7% per annum, payable semi-annually. Subject to the relevant terms and conditions in the offering circular, the Company may elect to defer making distribution on the perpetual securities, and is not subject to any limits as to the number of times a distribution can be deferred.

On 22 January 2014, the Company repurchased S\$39,200,000 of the S\$275,000,000 7% Perpetual Capital Securities issued on 1 March 2012 (the 'Perpetual Bonds'). The repurchase was made by way of on-market purchases. Upon settlement, the repurchased portion was cancelled and the aggregate outstanding principal amount following such cancellation is S\$235,800,000.

On 4 September 2017, the Company has repurchased the remaining of the S\$275,000,000 7% Perpetual Capital Securities at an amount approximating S\$235,800,000. The repurchase was made by way of on-market purchases and the repurchased portion was cancelled in the current financial year.

US\$500,000,000 5.35% Perpetual Capital Securities

On 20 July 2016, the Company issued subordinated perpetual capital securities (the 'capital securities') with an aggregate principal amount of US\$500,000,000 under the US\$5,000,000,000 EMTN Programme. Issuance costs incurred amounting to \$6,126,000 were recognised in equity as a deduction from proceeds.

The capital securities were priced at par and bear a distribution rate of 5.35% for the first five years. The distribution rate will then be reset at the end of five years from the issue date of the capital securities and each date falling every 5 years thereafter. Additionally, Olam may choose to redeem in whole the capital securities on or after the fifth anniversary of the issuance of the capital securities.

Combined S\$350,000,000 5.50% Perpetual Capital Securities

On 11 July 2017 and 4 August 2017, the Company issued subordinated perpetual capital securities (the 'capital securities') with an aggregate combined principal amount of S\$350,000,000 (S\$300,000,000 and S\$50,000,000 respectively) under the US\$5,000,000,000 EMTN Programme. Issuance costs incurred amounting to \$2,273,000 were recognised in equity as a deduction from proceeds.

The capital securities were priced at par and bear a distribution rate of 5.50% for the first five years. The distribution rate will then be reset at the end of five years from the issue date of the capital securities and each date falling every 5 years thereafter. Additionally, Olam may choose to redeem in whole the capital securities on or after the fifth anniversary of the issuance of the capital securities.

26. Share capital, treasury shares, perpetual capital securities and warrants continued

(d) Warrants

On 29 January 2013, 387,365,079 Warrants were listed and quoted on the Official List of the Singapore Exchange Securities Trading Limited. Each Warrant carries the right to subscribe for 1 new ordinary share in the capital of the Company (the 'New Share') at an original exercise price of US\$1.291 for each New Share. These Warrants are exercisable from 29 January 2016 to 29 January 2018. The Warrants have been presented as capital reserves under equity.

During the current financial year, the exercise price for each Warrant were adjusted from US\$1.14 to US\$1.12 and finally US\$1.09. A total of 391,928,073 Warrants were exercised at a maximum price of US\$1.14 and minimum price of US\$1.09 and new ordinary shares were issued. The outstanding number of warrants following the aforementioned exercise is 51,077,331 with an exercise price of US\$1.09 expires on 29 January 2018. Post 31 December 2017, a further 49,973,747 Warrants at the exercise price of US\$1.09 each were exercised and all remaining subscription rights under the Warrants which have not been exercised as at 29 January 2018 have lapsed and ceased to be valid.

27. Dividends

	Group and Company	
	31 December 2017 \$'000	31 December 2016 \$'000
Declared and paid during the financial year ended:-		
Dividends on ordinary shares:		
• One tier tax exempted interim dividend for financial year ended 31 December 2017: \$0.035 (31 December 2016: \$0.030) per share	97,740	82,296
• One tier tax exempted second and final dividend for financial year ended 31 December 2016: \$0.030 (31 December 2015: \$0.035) per share	82,659	101,740
	180,399	184,036
Proposed but not recognised as a liability as at:-		
Dividends on ordinary shares, subject to shareholders' approval at the Annual General Meeting:		
• One tier tax exempted second and final dividend for financial year ended 31 December 2017: \$0.040 (31 December 2016: \$0.030) per share	124,860	81,836

28. Commitments

(a) Operating lease commitments

Operating lease expenses of the Group and Company (principally for land, offices, warehouses, employees' residences and vessels) were \$162,948,000 (31 December 2016: \$117,866,000) and \$68,406,000 (31 December 2016: \$37,536,000), respectively. These leases have an average tenure of between 1.0 and 19.0 years with no renewal option or contingent rent provision included in the contracts. Lease terms do not contain restrictions on the Group's activities concerning dividends, additional debt or further leasing.

Future minimum rental payable under non-cancellable operating leases are as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Within one year	136,750	98,816	43,955	26,511
After one year but not more than five years	284,703	229,080	37,363	21,477
More than five years	467,117	581,424	774	1,398
	888,570	909,320	82,092	49,386

(b) Capital commitments

Capital expenditure contracted for as at the balance sheet date but not recognised in the financial statements is as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Capital commitments in respect of property, plant and equipment	57,621	15,267	–	–

(c) Finance lease commitments

The Group has finance leases for palm and almond plantations, land and buildings. These leases have terms of renewal but no purchase options and escalation clauses. Renewals are at the option of the specific entity that holds the lease.

Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:-

	Group			
	31 December 2017 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2016 \$'000
	Minimum lease payments	Present value of payments (Note 24)	Minimum lease payments	Present value of payments (Note 24)
Not later than one year	19,322	17,933	14,812	10,030
Later than one year but not later than five years	32,301	25,623	65,743	40,740
Later than five years	83,363	40,789	132,860	70,961
Total minimum lease payments	134,986	84,345	213,415	121,731
Less: Amounts representing finance charges	(50,641)	–	(91,684)	–
Present value of minimum lease payments	84,345	84,345	121,731	121,731

29. Contingent liabilities

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Contingent liabilities not provided for in the accounts: Financial guarantee contracts given on behalf of subsidiary companies ¹	–	–	9,776,482	6,954,277

1. Amounts utilised by subsidiary companies on the bank facilities secured by corporate guarantees amounted to \$2,046,030,000 (31 December 2016: \$1,089,198,000).

The Company has agreed to provide continuing financial support to certain subsidiary companies.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

30. Employee benefits expenses

Employee benefits expenses (including executive directors):-

	Group	
	31 December 2017 \$'000	31 December 2016 \$'000
Salaries and employee benefits	652,171	571,963
Central Provident Fund contributions and equivalents	30,290	31,813
Retrenchment benefits	1,607	829
Share-based expense (relates to OSGP only)	20,184	13,282
	704,252	617,887

(a) Employee share option scheme

The Olam Employee Share Option Scheme (the 'ESOS') was approved by shareholders at an Extraordinary General Meeting held on 4 January 2005. The ESOS rules were amended on 29 October 2008 at the Extraordinary General Meeting of the Company. Under the amended rules, the directors (including Non-Executive Directors and Independent Directors) and employees of the Group are eligible to participate in the ESOS and all subsequent options issued to the Group's employees and Executive Directors shall have a life of 10 years, instead of 5 years. For Options granted to the Company's Non-Executive Directors and Independent Directors, the Option Period shall be no longer than 5 years.

The shares issued upon the options being exercised carry full dividend and voting rights.

Controlling Shareholders and associates of Controlling Shareholders are not eligible to participate in the ESOS.

All these options have a contractual life of 10 years with no cash settlement alternatives.

The fair value of share options as at the date of grant, is estimated by the Company using the Black Scholes Model, taking into account the terms and conditions upon which the options are granted. The expected life of the option is based on the assumption that the options would be exercised within six months of the vesting date. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

Pursuant to the voluntary conditional cash offer by Breedens International Pte Ltd approval was sought and granted on 8 April 2014 such that all outstanding options which have not been exercised at the expiry of the accelerated exercise period shall not automatically lapse and become null and void but will expire in accordance with their original terms.

The ESOS has expired on 3 January 2015. The terms of the ESOS continue to apply to outstanding options granted under the ESOS. The ESOS rules amended on 29 October 2008 may be read in the Appendix 1 of the Company's circular dated 13 October 2008.

Movement of share options during the financial year

The following table illustrates the number and weighted average exercise price of, and movements in, share options during the financial year:-

	31 December 2017		31 December 2016	
	Number of share options	Weighted average exercise price \$	Number of share options	Weighted average exercise price \$
Outstanding at the beginning of the year	72,742,000	2.20	74,417,000	2.20
Forfeited during the year	(1,085,000)	2.38	(1,505,000)	2.66
Exercised during the year ¹	(390,000)	1.97	(170,000)	2.28
Outstanding at the end of the year ²	71,267,000	2.20	72,742,000	2.20
Exercisable at end of year	71,267,000	2.20	60,238,000	2.29

1. The weighted average share price when the options were exercised in the current financial year was \$1.97 (31 December 2016: \$2.28).

2. The range of exercise prices for options outstanding at the end of the financial year was \$1.76 to \$3.10 (31 December 2016: \$1.76 to \$3.10). The weighted average remaining contractual life for these options is 2.52 years (31 December 2016: 4.52 years).

30. Employee benefits expenses continued

(b) Olam Share Plans

Olam Share Grant Plan ('OSGP')

On 30 October 2014, the Company had adopted the new Share Grant Plan ('OSGP'). The OSGP is a share-based incentive plan which involves the award of fully-paid shares, when and after pre-determined performance or service conditions are accomplished. Any performance targets set under the OSGP are intended to be based on longer-term corporate objectives covering market competitiveness, quality of returns, business growth and productivity growth. The actual number of shares to be delivered pursuant to the award granted will range from 0% to 192.5% and 200% of the base award and is contingent on the achievement of pre-determined targets set out in the three-year performance period and other terms and conditions being met.

The details of OSGP are described below:-

Olam Share Grant Plan ('OSGP') – Performance and Restricted Share Awards ('PSA' and 'RSA')

Plan Description	Award of fully-paid ordinary shares of the Company, conditional on performance targets set at the start of a three-year performance period based on stretched long-term corporate objectives
Performance Conditions	<ul style="list-style-type: none"> • Absolute Total Shareholder Return ('TSR') • Relative Total Shareholder Return • Return on Equity ('ROE') • Profit after Tax and Minority Interest ('PATMI') Growth
Vesting Condition	Vesting based on meeting stated performance conditions over a three-year performance period
Payout	0% – 192.5% and 200% depending on the achievement of pre-set performance targets over the performance period.

Fair value of OSGP

The fair value of services received in return for shares awarded is measured by reference to the fair value of shares granted under the OSGP. The estimate of the fair value of the services received is measured based on a Monte Carlo simulation model, which involves projection of future outcomes using statistical distributions of key random variables including share price and volatility of returns. The inputs to the model used for the shares granted are shown below:-

Plan:	RSA and PSA	RSA and PSA	PSA
Grant date:	24 April 2017	15 April 2016	7 April 2015
Dividend yield (%)	2.333	2.753	2.87
Expected volatility (%)	22.035	22.747	7.82
Risk-free interest rate (%)	1.394	1.197	1.33
Expected term (years)	2.94	2.72	2.74
Index (for Relative TSR)	Not applicable	FTSE Straits Times Index	FTSE Straits Times Index
Index volatility (%)	Not applicable	14.081	7.82
Correlation with Index (%)	Not applicable	35.4	38.8
Share price at date of grant (\$)	1.910	1.720	1.985
Fair value at date of grant (\$)	1.594	1.400	1.848

The number of contingent shares granted but not released for both PSA and RSA awards as at 31 December 2017 was 38,897,596 (31 December 2016: 27,637,500).

Based on the achievement factor, the actual release of the PSA awards could range from zero to maximum of 59,553,509 (31 December 2016: 42,762,913) fully-paid ordinary shares of the Company.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

31. Related party disclosures

An entity or individual is considered a related party of the Group for the purposes of the financial statements if: i) it possesses the ability (directly or indirectly) to control or exercise significant influence over the operating and financial decisions of the Group or vice versa; ii) it is subject to common control or common significant influence.

The following are the significant related party transactions entered into by the Company and Group in the ordinary course of business on terms agreed between the parties:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Subsidiary companies:				
• Sales of goods	–	–	3,549,093	3,288,693
• Sales of services, net	–	–	1,539	29,125
• Purchases	–	–	11,002,794	7,113,429
• Insurance premiums paid	–	–	14,365	13,295
• Commissions paid	–	–	30,475	56,074
• Interest received on loans, net	–	–	60,355	80,824
• Consultancy fee paid	–	–	85,885	30,850
• Management fee received	–	–	46,688	35,049
• Trademark income	–	–	–	204,817
• Dividend received	–	–	12,997	101
• Toll processing charges paid	–	–	120,672	–
• Warehouse rental paid	–	–	383	–
Jointly controlled entities:				
• Sales of goods	2,844	–	–	–
• Management fee received	383	204	–	–
• Interest received on loans	8	–	8	–
Associates:				
• Sales of goods	81,070	31,347	79,266	19,659
• Purchases	316,421	165,859	316,417	165,852
• Finance income	22,758	14,659	22,758	14,659
• Dividend received	22,325	12	22,325	12
• Management fee received	2,351	664	2,351	664
• Director Fees received	38	77	38	77
• Miscellaneous income	131	255	131	255
Shareholder related companies:				
• Sale of goods	54,751	58,002	19,466	48,585
• Purchases	123	1,278	–	485
• Others	–	78	–	–

32. Compensation of directors and key management personnel

The remuneration of directors and key management personnel during the years is as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Directors' fees	1,755	1,866	1,698	1,806
Salaries and employee benefits	20,511	19,581	16,796	16,629
Central Provident Fund contributions and equivalents	557	448	126	130
Share-based expense	4,543	2,803	3,688	2,279
	27,366	24,698	22,308	20,844
Comprising amounts paid to:-				
Directors of the Company	11,389	10,550	11,332	10,490
Key management personnel	15,977	14,148	10,976	10,354
	27,366	24,698	22,308	20,844

Directors' interests in employee share benefit plans

At the end of the reporting date, the total number of outstanding options/shares that were issued/allocated to the directors and key management personnel under existing employee benefit schemes is given below:-

	31 December 2017 Options/shares	31 December 2016 Options/shares
Employee Share Option Scheme:		
Directors	20,000,000	20,000,000
Key management personnel	16,800,000	16,800,000
Olam Share Grant Plan:		
Directors	3,321,846	2,052,000
Key management personnel	5,750,000	3,700,000

33. Cash and short-term deposits

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Cash and bank balances	1,174,552	1,556,636	601,561	723,680
Deposits	811,799	587,415	535,450	550,992
	1,986,351	2,144,051	1,137,011	1,274,672

Cash at banks earn interest at floating rates based on daily bank deposit rates ranging from 0.1% to 21.0% (31 December 2016: 0.00% to 12.50%) per annum.

Deposits include short-term and capital guaranteed deposits. Short-term deposits are made for varying periods between 1 and 365 days (31 December 2016: 1 and 365 days) depending on the immediate cash requirements of the Group, and interest earned at floating rates ranging from 0.80% to 19.50% (31 December 2016: 0.00% to 9.96%) per annum and may be withdrawn on demand.

Deposits amounting to \$1,119,000 (31 December 2016: \$1,545,000) have been pledged to secure the Group's borrowings as set out in Note 24 to the financial statements.

Deposits include capital guaranteed, non-interest bearing, index-linked structured deposits of \$Nil (31 December 2016: \$14,468,000) (31 December 2016: remaining maturity period of three months) and may be withdrawn on demand.

Cash and bank balances and deposits denominated in currencies other than functional currencies of Group companies are as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Euro	876,917	294,709	865,456	290,061
United States Dollar	68,335	86,235	—	—
Great Britain Pounds	17,214	103,304	14,039	102,285
Singapore Dollar	17,075	49,808	16,798	49,806
Japanese Yen	10,881	267,271	10,881	267,208
Swiss Franc	1,359	210,833	1,284	210,015
Australian Dollar	579	3,625	576	3,324

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For the financial year ended 31 December 2017

33. Cash and short-term deposits continued

Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following:-

	Group	
	31 December 2017 \$'000	31 December 2016 \$'000
Cash and bank balances	1,174,552	1,556,636
Deposits	811,799	587,415
Structured deposits	–	(14,468)
Bank overdrafts (Note 24)	(104,544)	(190,165)
	1,881,807	1,939,418

Bank overdrafts are included in the determination of cash and cash equivalents because they form an integral part of the Group's cash management.

34. Financial risk management policies and objectives

The Group and the Company are exposed to financial risks from its operations and the use of financial instruments. The board of directors and board risk committee reviews and agrees on policies and procedures for the management of these risks, which are executed by the Chief Financial Officer and Head of Risk. The Audit Committee provides independent oversight to the effectiveness of the risk management process.

The Group's principal financial instruments, other than derivative financial instruments and investment in security, comprise bank loans, medium-term notes, term loans from banks, bonds, cash and bank balances, fixed deposits and bank overdrafts. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group also enters into derivative transactions, including interest rate swaps, commodity options, swaps and futures contracts and foreign currency forward contracts. The purpose is to manage the commodity price risk, foreign currency risk and interest rate risk arising from the Group's operations and its sources of financing.

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.

The main risks arising from the Group's financial instruments are commodity price risk, credit risk, foreign currency risk, liquidity risk and interest rate risk. The Board of Directors reviews and agrees on the policies for managing each of these risks and they are summarised below:-

(a) Commodity price risk

Commodities traded by the Group are subject to fluctuations due to a number of factors that result in price risk. The Group purchases and sells various derivative products, primarily exchange traded futures and options with the purpose of managing market exposure to adverse price movements in these commodities. The Group has established policies and exposure limits that restrict the amount of unhedged fixed price physical positions in each commodity.

The Group also enters into commodity derivatives for trading purposes. The Group's trading market risk appetite is determined by the Board of Directors, with detailed exposure limits recommended by the Executive Risk Committee and approved by the Board Risk Committee.

At balance sheet date, if the commodities price index moved by 1.0% with all other variables held constant, the Group's profit net of tax would have changed by \$30,287,000 (31 December 2016: \$22,991,000) arising as a result of fair value on Group's commodity futures, options contracts, physical sales and purchases commitments as well as the inventory held at balance sheet date.

34. Financial risk management policies and objectives continued

(b) Credit risk

Credit risk is limited to the risk arising from the inability of a customer to make payment when due. It is the Group's policy to provide credit terms only to creditworthy customers. These debts are continually monitored and therefore, the Group does not expect to incur material credit losses.

For computation of impairment losses on financial assets, the Group uses a provision matrix as presented below:-

Balance Sheet	Expected credit loss
Trade receivables (Note 17)	
Loans to jointly-controlled entities and associates (Note 14)	
Other current assets – Sundry receivables, export incentives and subsidies receivable, deposits, staff advances, insurance receivables, amount due from jointly-controlled entity, associates and a shareholder related company (Note 21)	A percentage of the financial asset calculated by taking the default sovereign risk rating of the counterparties based on external benchmarks
Amount due from subsidiary companies (Note 16)	

The carrying amounts of trade receivables, other non-current and current assets, margin accounts with brokers, cash and short-term deposits payments, including derivatives with positive fair value represent the Group's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk. Deposits and cash balances are placed with reputable banks.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the operating segment profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:-

	Group		Company	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
By operating segments:				
Edible nuts, spices and vegetable ingredients	337,909	253,620	219,463	68,467
Confectionery and beverage ingredients	675,624	556,669	444,534	77,805
Industrial raw materials	178,959	79,105	156,962	47,890
Food staples and packaged food business	442,381	518,460	143,028	190,982
Commodity financial services	205	–	–	–
	1,635,078	1,407,854	963,987	385,144

The Group has no significant concentration of credit risk with any single customer.

34. Financial risk management policies and objectives continued

(c) Foreign currency risk

The Group trades its products globally and, as a result, is exposed to movements in foreign currency exchange rates. The primary purpose of the Group's foreign currency hedging activities is to protect against the volatility associated with foreign currency purchases and sales of raw materials and other assets and liabilities created in the normal course of business. The Group primarily utilises foreign currency forward exchange contracts to hedge firm commitments. The Group does not use foreign currency forward exchange contracts for trading purposes.

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities. The foreign currencies in which these transactions are denominated are mainly United States Dollar (USD), Great Britain Pounds (GBP), Euro (EUR), Australian Dollar (AUD) and Singapore Dollar (SGD).

The following table demonstrates the sensitivity of the Group's profit net of tax and equity to a reasonably possible change in the USD, GBP, EUR, AUD and SGD exchange rates, with all other variables held constant.

	Group			
	31 December 2017		31 December 2016	
	Profit net of tax \$'000	Equity \$'000	Profit net of tax \$'000	Equity \$'000
	Increase/ (decrease)	Increase/ (decrease)	Increase/ (decrease)	Increase/ (decrease)
SGD – strengthened 0.5%	(7,217)	5,629	(6,692)	6,275
GBP – strengthened 0.5%	(673)	(5,287)	(322)	(2,983)
USD – strengthened 0.5%	(380)	–	689	–
AUD – strengthened 0.5%	(225)	4,439	(134)	2,609
EUR – strengthened 0.5%	1,615	(6,103)	(2,954)	(10,129)

34. Financial risk management policies and objectives continued

(d) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations associated with its financial liabilities or due to shortage of funds.

To ensure continuity of funding, the Group primarily uses short-term bank facilities that are transaction-linked and self-liquidating in nature. The Group also has a multicurrency medium-term notes programme, as well as term loans from banks, to fund its ongoing working capital requirement and growth needs.

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at the balance sheet date based on contractual undiscounted repayment obligations.

	31 December 2017 \$'000				31 December 2016 \$'000			
	One year or less	One to five years	Over five years	Total	One year or less	One to five years	Over five years	Total
Group								
Financial liabilities:								
Trade payables and accruals (Note 22)	2,094,809	–	–	2,094,809	2,201,494	–	–	2,201,494
Other current liabilities (Note 23)	377,892	–	–	377,892	294,500	–	–	294,500
Borrowings	4,995,442	7,039,874	555,524	12,590,840	6,465,152	7,727,079	689,751	14,881,982
Derivative financial instruments (Note 34(f))	851,947	–	–	851,947	987,942	–	–	987,942
Total undiscounted financial liabilities	8,320,090	7,039,874	555,524	15,915,488	9,949,088	7,727,079	689,751	18,365,918
Company								
Financial liabilities:								
Trade payables and accruals (Note 22)	1,082,325	–	–	1,082,325	949,283	–	–	949,283
Other current liabilities (Note 23)	36,605	–	–	36,605	40,066	–	–	40,066
Borrowings	2,531,888	5,043,954	401,238	7,977,080	4,010,284	6,492,154	508,758	11,011,196
Derivative financial instruments (Note 34(f))	685,128	–	–	685,128	681,162	–	–	681,162
Total undiscounted financial liabilities	4,335,946	5,043,954	401,238	9,781,138	5,680,795	6,492,154	508,758	12,681,707

The table below shows the contractual expiry by maturity of the Group 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.

	31 December 2017 \$'000				31 December 2016 \$'000			
	One year or less	One to five years	Over five years	Total	One year or less	One to five years	Over five years	Total
Group								
Financial guarantees	–	–	–	–	–	–	–	–
Company								
Financial guarantees	2,046,030	–	–	2,046,030	1,089,198	–	–	1,089,198

(e) Interest rate risk

The Company's and the Group's exposure to market risk for changes in interest rates relate primarily to its floating rate loans and borrowings. Interest rate risk is managed on an ongoing basis such as hedging the risk through interest rate derivatives with the primary objective of limiting the extent to which net interest exposure could be affected by adverse movements in interest rates. The details of the interest rates relating to the interest-earning financial assets and interest-bearing financial liabilities are disclosed in various notes to the financial statements.

At the balance sheet date, if interest rates had moved by 25 basis points with all other variables held constant, the Group's profit net of tax would have changed inversely by \$27,607,000 (31 December 2016: \$25,393,000).

34. Financial risk management policies and objectives continued

(f) Derivative financial instruments and hedge accounting

Derivative financial instruments are used to manage the Group's exposure to risks associated with foreign currency and commodity price. Certain derivatives are also used for trading purposes. The Group and Company have master netting arrangements with certain dealers and brokers to settle the net amount due to or from each other.

As at 31 December 2017, the settlement dates on open foreign exchange derivatives and commodity derivatives ranged between 1 and 24 months (31 December 2016: 1 and 24 months), except for power purchase agreement (10 years).

The Group's and Company's derivative financial instruments that are offset are as follows:-

	Group		Company	
	Fair value		Fair value	
	Assets \$'000	Liabilities \$'000	Assets \$'000	Liabilities \$'000
31 December 2017				
Derivatives held for hedging:				
Foreign exchange contracts	257,385	(176,798)	143,026	(164,497)
Foreign exchange contracts – Cash flow hedge	–	(11,619)	–	(11,619)
Commodity contracts	2,603,631	(1,956,800)	2,163,097	(1,754,690)
Power purchase agreement	13,801	–	–	–
Interest rate swaps	–	(1,199)	–	(1,199)
Total derivatives held for hedging	2,874,817	(2,146,416)	2,306,123	(1,932,005)
Derivatives held for trading:				
Foreign exchange contracts	3,806	(2,388)	3,806	(2,388)
Commodity contracts	124,791	(87,308)	124,791	(87,308)
Total derivatives held for trading	128,597	(89,696)	128,597	(89,696)
Total derivatives, gross	3,003,414	(2,236,112)	2,434,720	(2,021,701)
Gross amounts offset in the balance sheet	(1,384,165)	1,384,165	(1,336,573)	1,336,573
Net amounts in the balance sheet	1,619,249	(851,947)	1,098,147	(685,128)

	Group		Company	
	Fair value		Fair value	
	Assets \$'000	Liabilities \$'000	Assets \$'000	Liabilities \$'000
31 December 2016				
Derivatives held for hedging:				
Foreign exchange contracts	231,380	(195,339)	206,572	(154,642)
Foreign exchange contracts – Cash flow hedge	–	(41,305)	–	(41,305)
Commodity contracts	5,739,831	(4,846,050)	4,840,466	(4,463,259)
Total derivatives held for hedging	5,971,211	(5,082,694)	5,047,038	(4,659,206)
Derivatives held for trading:				
Foreign exchange contracts	6,224	(9,768)	6,224	(9,768)
Commodity contracts	305,170	(251,933)	305,170	(251,934)
Total derivatives held for trading	311,394	(261,701)	311,394	(261,702)
Total derivatives, gross	6,282,605	(5,344,395)	5,358,432	(4,920,908)
Gross amounts offset in the balance sheet	(4,356,454)	4,356,453	(4,239,746)	4,239,746
Net amounts in the balance sheet	1,926,151	(987,942)	1,118,686	(681,162)

34. Financial risk management policies and objectives continued

(f) Derivative financial instruments and hedge accounting continued

The Group applies hedge accounting in accordance with FRS 109 for certain hedging relationships which qualify for hedge accounting. The effects of applying hedge accounting for expected future sales and purchases on the Group's balance sheet and profit or loss are as follows:-

Line item in the Balance Sheets where the hedging instrument is reported:	Group 31 December 2017		Group 31 December 2016		
	Assets \$'000	Liabilities \$'000	Assets \$'000	Liabilities \$'000	
Fair value hedge					
Hedged item:					
Inventories	Inventories	1,135,411	-	767,870	-
Sales and purchase contracts	Derivative assets/ (liabilities)	67,384	-	274,192	-
Hedging instruments:					
Commodity contracts	Derivative assets/ (liabilities)	55,832	-	-	(225,817)
Cash flow hedge					
Hedged item:					
Forecasted transactions denominated in foreign currency	Fair value adjustment reserves	214,878	-	76,655	-
Hedging instruments:					
Foreign exchange contracts	Derivative assets/ (liabilities)	-	(11,619)	-	(41,305)

Fair value hedge

The Group is exposed to price risk on the purchase side due to increase in commodity prices, on the sales sides and inventory held to decrease in commodity prices. Therefore, the Group applies fair value hedge accounting to hedge its commodity prices embedded in its inventories, sales and purchase contracts and uses commodity derivatives to manage its exposure. The Group determines its hedge effectiveness based on the volume of both hedged item and hedging instruments.

For all the commodity derivatives used for hedging purposes, the forecasted transactions are expected to occur within 3 to 24 months. The commodity derivatives held for hedging are used to hedge the commodity price risk related to inventories, sales and purchases contracts. The accumulated amount of fair value hedge adjustments included in the carrying amount of the inventories for the current financial year amounts to \$178,271,000 (31 December 2016: \$276,553,000).

Cash flow hedge

For all the foreign exchange and commodity derivatives used for hedging purposes, the forecasted transactions are expected to occur within 24 months (31 December 2016: 24 months). For all cases where the Group applies hedge accounting, the fair value of the derivative recorded in the fair value adjustment reserves will be recycled through the profit and loss account upon occurrence of the forecasted transactions and this amounts to \$68,037,000 for the current financial year. The net hedging loss recognised in the 'Other Comprehensive Income' in relation to such transactions amounts to \$11,619,000 in the current financial year.

Cash flow hedges of expected transactions that were assessed to be highly effective have resulted in a net fair value gain of \$146,841,000 for both the Group and Company for the financial year ended 31 December 2017 (31 December 2016: gain of \$22,544,000). There was no hedge ineffectiveness recorded in Profit and Loss during the current financial year.

35. Fair values of assets and liabilities

(a) Fair value hierarchy

The Group classifies fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market 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 or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

35. Fair values of assets and liabilities continued

(b) 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 31 December 2017			Total \$'000
	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant other observable inputs (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	
Recurring fair value measurements				
Financial assets:				
Long-term investment (Note 15)	257,519	–	–	257,519
Derivative financial instruments				
• Foreign exchange contracts	–	261,191	–	261,191
• Commodity contracts	107,212	1,166,466	70,579	1,344,257
• Power purchase agreement	–	–	13,801	13,801
	364,731	1,427,657	84,380	1,876,768
Financial liabilities:				
Derivative financial instruments				
• Foreign exchange contracts	–	179,186	–	179,186
• Foreign exchange contracts – Cash flow hedge	–	11,619	–	11,619
• Commodity contracts	223,277	435,004	1,662	659,943
• Interest rate swaps	–	1,199	–	1,199
	223,277	627,008	1,662	851,947
Non-financial assets:				
Biological assets (Note 12)	–	–	471,656	471,656
Inventories (Note 19)	–	3,707,281	389,687	4,096,968
	–	3,707,281	861,343	4,568,624

	Group 31 December 2016			Total \$'000
	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant other observable inputs (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	
Recurring fair value measurements				
Financial assets:				
Long-term investment (Note 15)	136,321	–	12,171	148,492
Derivative financial instruments				
• Foreign exchange contracts	–	237,604	–	237,604
• Commodity contracts	492,907	1,073,034	122,606	1,688,547
	629,228	1,310,638	134,777	2,074,643
Financial liabilities:				
Derivative financial instruments				
• Foreign exchange contracts	–	205,108	–	205,108
• Foreign exchange contracts – Cash flow hedge	–	41,305	–	41,305
• Commodity contracts	129,122	599,632	12,775	741,529
	129,122	846,045	12,775	987,942
Non-financial assets:				
Biological assets (Note 12)	–	–	450,564	450,564
Inventories (Note 19)	–	4,550,262	815,573	5,365,835
	–	4,550,262	1,266,137	5,816,399

35. Fair values of assets and liabilities continued

(b) Fair value of assets and liabilities that are carried fair value continued

Determination of fair value

Long-term investment relates to one investment in the current financial year, of which is based on quoted closing prices at the balance sheet date.

Foreign exchange contracts and interest rate swaps are valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, interest rate curves and forward rate curves.

Commodity contracts, inventories and power purchase agreement are valued based on the following:-

- Level 1 – Based on quoted closing prices at the balance sheet date;
- Level 2 – Valued using valuation techniques with market observable inputs. The models incorporate various inputs including the broker quotes for similar transactions, credit quality of counter-parties, foreign exchange spot and forward rates, interest rate curves and forward rate curves of the underlying commodities; and
- Level 3 – Valued using inputs that are not based on observable inputs such as historical transacted prices and estimates.

Certain commodity contracts which were valued based on Level 3 in the previous financial year, are valued based on Level 2 in the current financial year as there were available broker quotes unlike in the previous financial year.

The fair value of biological assets (fruits on trees, annual crops and livestock) has been determined through various methods and assumptions. Please refer to Note 12 for more details.

(c) Level 3 fair value measurements

(i) Information about significant unobservable inputs used in Level 3 fair value measurements

The significant unobservable inputs used in the valuation of biological assets are disclosed in Note 12.

The following table shows the information about fair value measurements of other assets and liabilities using significant unobservable inputs (Level 3):-

Recurring fair value measurements	Valuation techniques	Unobservable inputs	Percentage
Financial assets/ liabilities:			
Long-term investment – unquoted	Discounted cash flow	Discount rate	Nil (31 December 2016: 14.6%)
Commodity contracts	Comparable market approach	Premium on quality per metric tonne	0% to 33% (31 December 2016: 0% to 17%)
Commodity contracts	Comparable market approach	Discount on quality per metric tonne	0% to 25% (31 December 2016: 0% to 21%)
Power purchase agreement	Discounted Cash Flow	Electricity Pricing per megawatt hour	0% to 21% (31 December 2016: Nil)
Non-financial assets:			
Inventories	Comparable market approach	Premium on quality per metric tonne	0% to 23% (31 December 2016: 0% to 20%)
Inventories	Comparable market approach	Discount on quality per metric tonne	0% to 23% (31 December 2016: 0% to 20%)

35. Fair values of assets and liabilities continued

(c) Level 3 fair value measurements continued

(i) Information about significant unobservable inputs used in Level 3 fair value measurements continued

Impact of changes to key assumptions on fair value of Level 3 financial instruments

The following table shows the impact on the Level 3 fair value measurement of assets and liabilities that are sensitive to changes in unobservable inputs that reflect reasonably possible alternative assumptions. The positive and negative effects are approximately the same.

	31 December 2017		
	Carrying amount \$'000	Effect of reasonably possible alternative assumptions	
		Profit/(loss) \$'000	Other comprehensive income \$'000
Recurring fair value measurements			
Financial assets:			
Commodity contracts	70,579	(621)	–
Power purchase agreement	13,801	381	–
Financial liabilities:			
Commodity contracts	(1,662)	182	–
Non-financial assets:			
Biological assets – increased by 0.5%	471,656	(1,863)	–
Biological assets – decreased by 0.5%	471,656	1,874	–
Inventories	389,687	3,996	–

	31 December 2016		
	Carrying amount \$'000	Effect of reasonably possible alternative assumptions	
		Profit/(loss) \$'000	Other comprehensive income \$'000
Recurring fair value measurements			
Financial assets:			
Long-term investment – unquoted	12,171	–	61
Commodity contracts	122,606	6,666	–
Financial liabilities:			
Commodity contracts	(12,775)	612	–
Non-financial assets:			
Biological assets, as restated – increased by 0.5%	450,564	(1,853)	–
Biological assets, as restated – decreased by 0.5%	450,564	1,864	–
Inventories	815,573	7,801	–

In order to determine the effect of the above reasonably possible alternative assumptions, the Group adjusted the following key unobservable inputs used in the fair value measurement:

- For certain commodity contracts and inventories, the Group adjusted the market prices of the valuation model by 1%.
- For long-term investment (unquoted), the Group adjusted the assumptions to the model inputs of the valuation model by 0.5%.
- For biological assets, the Group adjusted the estimated discount rate applied to discounted cash flow model by 0.5%.

35. Fair values of assets and liabilities continued

(c) Level 3 fair value measurements continued

(ii) 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, except for biological assets (Note 12), based on significant unobservable inputs (Level 3):-

	Commodity contracts – assets \$'000	Commodity contracts – liabilities \$'000	Power purchase agreement – assets \$'000	Long-term investment – unquoted (Note 15) \$'000	Inventories \$'000
At 1 January 2016	52,409	(1,053)	–	12,061	336,493
Total gain/(loss) recognised in the profit and loss account					
• Net gain/(loss) on fair value changes	70,197	(11,722)	–	–	53,154
• Purchases and sales, net	–	–	–	–	425,926
• Foreign currency translation adjustments	–	–	–	110	–
At 31 December 2016 and 1 January 2017	122,606	(12,775)	–	12,171	815,573
Total gain/(loss) recognised in the profit and loss account					
• Net gain on fair value changes	(52,027)	11,113	13,801	–	(12,226)
• Purchases and sales, net	–	–	–	(12,171)	(413,660)
At 31 December 2017	70,579	(1,662)	13,801	–	389,687

(d) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

- (i) Cash and short-term deposits, trade receivables, other current assets, margin accounts with brokers, amounts due from subsidiary companies, trade payables and accruals, other current liabilities and bank overdrafts.

The fair values of these financial instruments approximate their carrying amounts at the balance sheet date because of their short-term maturity.

- (ii) Bank loans, term loans from banks and obligations from finance leases

The carrying amount of the bank loans, term loans from banks and obligations from finance leases are an approximation of fair values as they are subjected to frequent repricing (floating rates) and/ or because of their short-term maturity.

(e) 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

- (i) Loans to subsidiary companies, loans to jointly controlled entities and loans to associates

Loans to subsidiary companies, loans to jointly controlled entities and loans to associates have no fixed terms of repayment and are repayable only when the cash flow of the entities permits. Accordingly, the fair value of these amounts is not determinable as the timing of the future cash flow arising from these balances cannot be estimated reliably.

- (ii) Other non-current assets – investment in dairy co-operative

The Group's investment in a dairy co-operative has been carried at cost because fair value cannot be measured reliably as the dairy co-operative is not listed and does not have any comparable industry peer that is listed. In addition, the variability in the range of reasonable fair value estimates derived from valuation techniques is significant. The Group does not intend to dispose of this investment in the foreseeable future.

35. Fair values of assets and liabilities continued

(e) 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 continued

(iii) Medium-term notes and other bonds

The fair value of financial assets and liabilities by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value are as follows:-

	Group		Company	
	Carrying amount \$'000	Fair value \$'000	Carrying amount \$'000	Fair value \$'000
31 December 2017				
Financial liabilities:				
Medium-term notes	4,028,515	4,090,749	3,567,595	3,629,829
Other bonds	332,122	360,259	332,122	360,259
31 December 2016				
Financial liabilities:				
Medium-term notes	3,703,585	3,700,546	3,703,585	3,700,546
Other bonds	359,396	390,468	359,396	390,468

The fair value of medium-term notes and all bonds is determined directly by reference to their published market bid price (Level 1) or valued using valuation techniques with market observable inputs (Level 2), where relevant at the end of the respective financial years.

36. Capital management

The Group manages the capital structure by a balanced mix of debt and equity. Necessary adjustments are made in the capital structure considering the factors vis-a-vis the changes in the general economic conditions, available options of financing and the impact of the same on the liquidity position. Higher leverage is used for funding more liquid working capital needs and conservative leverage is used for long-term capital investments. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2016 and 31 December 2017.

The Group calculates the level of debt capital required to finance the working capital requirements using traditional and modified financial metrics including leverage/gearing ratio and asset turnover ratio.

As at balance sheet date, leverage ratios are as follows:-

	Group	
	31 December 2017	31 December 2016
Gross debt to equity:		
• Before fair value adjustment reserve	1.76 times	2.36 times
Net debt to equity:		
• Before fair value adjustment reserve	1.46 times	1.99 times

The Group assesses the level of debt capital used to finance capital investment in respect of the projected risk and returns of these investments using a number of traditional and modified investment and analytical models including discounted cash flows. It also assesses the use of debt capital to fund such investments relative to the impact on the Group's overall debt capital position and capital structure.

In order to manage its capital structure, the Group may issue debt of either a fixed or floating nature, arrange credit facilities, issue medium-term notes, issue new shares or convertible bonds and adjust dividend payments.

37. Classification of financial assets and liabilities

Group	Amortised cost \$'000	Fair value through Other Comprehensive Income \$'000	Fair value through Profit or Loss \$'000
31 December 2017			
Financial assets:			
Loans to jointly controlled entities (Note 14(a))	154,022	-	-
Loans to associates (Note 14(b))	289,927	-	-
Long-term investments (Note 15)	-	257,519	-
Trade receivables (Note 17)	1,635,078	-	-
Margin accounts with brokers (Note 18)	399,680	-	-
Other current assets (Note 21)	457,015	-	-
Cash and short-term deposits (Note 33)	1,986,351	-	-
Derivative financial instruments (Note 34(f))	-	-	1,619,249
Other non-current assets (Note 21)	14,791	-	11,061
	4,936,864	257,519	1,630,310
Financial liabilities:			
Trade payables and accruals (Note 22)	2,094,809	-	-
Other current liabilities (Note 23)	460,843	-	-
Borrowings (Note 24)	11,587,938	-	-
Derivative financial instruments (Note 34(f))	-	11,619	840,328
	14,143,590	11,619	840,328
Company			
31 December 2017			
Financial assets:			
Loans to jointly controlled entities (Note 14(a))	154,022	-	-
Loans to associates (Note 14(b))	263,682	-	-
Long-term investments (Note 15)	-	257,519	-
Amounts due from subsidiary companies (Note 16)	1,926,416	-	-
Trade receivables (Note 17)	963,987	-	-
Margin accounts with brokers (Note 18)	304,862	-	-
Other current assets (Note 21)	55,364	-	-
Cash and short-term deposits (Note 33)	1,137,011	-	-
Derivative financial instruments (Note 34(f))	-	-	1,098,147
	4,805,344	257,519	1,098,147
Financial liabilities:			
Trade payables and accruals (Note 22)	1,082,325	-	-
Other current liabilities (Note 23)	111,131	-	-
Borrowings (Note 24)	7,294,844	-	-
Derivative financial instruments (Note 34(f))	-	11,619	673,509
	8,488,300	11,619	673,509

38. Segmental information

The Group's businesses are organised and managed as five broad segments grouped in relation to different types and nature of products traded. The Group's supply chain activities of sourcing, processing and merchandising span across a broad range of agricultural products.

The segmentation of products has been done in the following manner:-

- Edible Nuts, Spices and Vegetable Ingredients – Edible Nuts (cashew, peanuts, almonds, hazelnuts, pistachios, walnuts, sesame and beans including pulses, lentils and peas), spices and vegetable ingredients (including pepper, onion, garlic, capsicums and tomato).
- Confectionery and Beverage Ingredients – cocoa and coffee.
- Industrial Raw Materials, Ag Logistics and Infrastructure – cotton, wood products, rubber, fertiliser and Gabon Special Economic Zone (GSEZ including ports and infrastructure).
- Food Staples and Packaged Foods – rice, sugar and sweeteners, grains and animal feed, edible oils, dairy and packaged foods.
- Commodity Financial Services – risk management solutions, market-making, volatility and asset management, and trade and structured finance.

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 mainly comprise corporate cash, fixed deposits, other receivables and corporate liabilities such as taxation and borrowings. Assets which are unallocated are common and shared by segments and thus it is not practical to allocate them.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. The measure used by management to evaluate segment performance is different from the operating profit or loss in the consolidated financial statements, as explained in the table in Note 38(a).

Group financing (including finance cost), which is managed on group basis, and income tax which is evaluated on group basis are not allocated to operating segments.

The turnover by geographical segments is based on the location of customers regardless of where the goods are produced. The assets and capital expenditure are attributed to the location of those assets.

38. Segmental information continued

(a) Business segments

	Edible nuts, spices and vegetable ingredients		Confectionery and beverage ingredients		Industrial raw materials, Ag Logistics and Infrastructure		Food staples and packaged foods		Commodity financial services		Consolidated	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Segment revenue :												
Sales to external customers	4,491,982	3,981,093	8,136,794	7,710,976	3,876,629	2,784,204	9,767,124	6,110,759	-	-	26,272,529	20,587,032
Segment result (EBITDA)	438,403	331,790	327,709	407,288	197,287	135,182	359,670	330,230	4,896	(1,608)	1,327,965	1,202,882
Depreciation and amortisation	(136,865)	(134,707)	(99,498)	(97,192)	(26,662)	(24,271)	(117,253)	(96,996)	(402)	(315)	(380,680)	(353,481)
Finance costs	-	-	-	-	-	-	-	-	-	-	(531,178)	(446,248)
Finance income	-	-	-	-	-	-	-	-	-	-	65,597	30,248
Exceptional items ¹	28,001	-	-	-	-	-	121,188	-	-	-	149,189	-
Profit before taxation											630,893	433,401
Taxation expense											(79,248)	(94,314)
Profit for the financial year											551,645	339,087
Segment assets	4,051,846	4,185,983	6,054,288	7,212,619	2,914,211	2,794,927	5,960,449	5,642,221	174,111	260,835	19,154,905	20,096,585
Unallocated assets ²											3,143,642	3,372,299
Segment liabilities	447,956	543,317	707,254	1,103,141	561,218	349,162	1,282,132	1,120,138	75,815	107,053	22,298,547	23,468,884
Unallocated liabilities ³											12,603,143	14,611,769
											15,677,518	17,834,580
Other segmental information:												
Share of results from jointly-controlled entities and associates	27	-	1,511	(232)	63,324	6,772	2,769	15,620	-	-	67,631	22,160
Investments in jointly-controlled entities and associates	1,542	1,245	1,542	2,726	479,827	495,865	588,029	390,002	-	-	1,070,940	889,838
Capital expenditure	135,612	139,153	159,472	132,139	99,004	129,561	556,756	350,480	242	460	951,086	751,793

(b) Geographical segments

	Asia, Middle East and Australia		Africa		Europe		Americas		Eliminations		Consolidated	
	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000	31 December 2017 \$'000	31 December 2016 \$'000
Segment revenue:												
Sales to external customers	9,809,906	6,823,304	4,854,419	3,646,339	6,784,873	5,466,757	4,823,331	4,650,632	-	-	26,272,529	20,587,032
Intersegment sales	10,895,287	6,279,030	3,569,317	2,932,461	1,666,624	2,628,457	3,365,854	2,645,897	(19,497,082)	(14,485,845)	-	-
	20,705,193	13,102,334	8,423,736	6,578,800	8,451,497	8,095,214	8,189,185	7,296,529	(19,497,082)	(14,485,845)	26,272,529	20,587,032
Non-current assets ⁴	3,775,732	3,391,133	2,799,057	2,527,224	806,691	803,504	1,373,478	1,573,815	-	-	8,754,958	8,295,676

(c) Information on major customers

The Group has no single customer accounting for more than 10% of the turnover.

Notes to the Financial Statements continued
For the financial year ended 31 December 2017

38. Segmental information continued

- 1 Exceptional items included the following items of income/(expenses):-

	Group	
	31 December 2017 \$'000	31 December 2016 \$'000
Wage agreement settlement, USA	(6,167)	—
Gain on sale of USA orchards farmland	34,168	—
Gain on disposal of subsidiary (Note 13)	121,188	—
	149,189	—

- 2 The following unallocated assets items are added to segment assets to arrive at total assets reported in the consolidated balance sheet:-

	Group	
	31 December 2017 \$'000	31 December 2016 \$'000
Cash and bank balances	1,174,552	1,556,636
Fixed deposits	811,799	587,415
Other current/non-current assets	803,901	984,021
Long-term investments	257,519	148,492
Deferred tax assets	95,871	95,735
	3,143,642	3,372,299

- 3 The following unallocated liabilities items are deducted from segment liabilities to arrive at total liabilities reported in the consolidated balance sheet:-

	Group	
	31 December 2017 \$'000	31 December 2016 \$'000
Borrowings	11,587,938	13,670,588
Deferred tax liabilities	416,991	505,876
Other liabilities	435,237	350,356
Provision for taxation	162,977	84,949
	12,603,143	14,611,769

- 4 Non-current assets mainly relate to property, plant and equipment, intangible assets, biological assets, investments in jointly controlled entities and associates and long-term investments.

39. Events occurring after the reporting period

- (a) On 19 January 2018, the Company announced the acquisition of 546,000 Ordinary Shares in Long Son Joint Stock Company ('Long Son'), a company established under the laws of Vietnam, and a Cashew processor, for a total consideration of US\$20,000,000 (approximately S\$27,402,000). Following the acquisition, Long Son became a 30% associated company of the Company; and
- (b) On 29 January 2018, all remaining subscription rights under the Warrants (Note 26(d)) which have not been exercised have lapsed and ceased to be valid.

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