



**Olam International Limited**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199504676H)  
(the “**Company**”)

27 January 2022



Dear Shareholder

**NOTICE TO SHAREHOLDERS –  
ELECTRONIC DISSEMINATION OF COMPOSITE SCHEME DOCUMENT TO SHAREHOLDERS AND  
ALTERNATIVE ARRANGEMENTS FOR SCHEME MEETING AND EXTRAORDINARY GENERAL  
MEETING TO BE HELD ON 18 FEBRUARY 2022**

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We refer to the announcement issued by Olam International Limited (the “**Company**”) on 14 December 2021 in relation to the proposed restructuring of the Company by way of a scheme of arrangement under Section 210 of the Companies Act 1967 (2020 Revised Edition) of Singapore (the “**Companies Act**”) (the “**Scheme**”), the proposed listing of OFI Group Limited (“**OFIGL**”), and the proposed demerger of the Olam Food Ingredients business.

**Circular to Shareholders:** We would like to inform you that we have released to the shareholders of the Company (“**Shareholders**”) a composite scheme document dated 27 January 2022 (the “**Circular**”) by electronic means via publication on SGXNET and on the Company’s website at [www.olamgroup.com](http://www.olamgroup.com). The Circular contains, *inter alia*, the following:

- (a) details of:
- i. the proposed restructuring by way of the Scheme, which will interpose two (2) recently-incorporated companies – Olam Group Limited (“**OG**”), which is incorporated in Singapore, and its wholly-owned subsidiary, OFIGL, which is incorporated in the United Kingdom – between the Company and the Shareholders;
  - ii. the proposed dividend in specie by the Company of its interest in some or all of the promissory notes it holds to OFIGL (the “**Proposed Dividend in Specie**”);
  - iii. the proposed sale by OG of part of its shareholding in OFIGL in conjunction with the primary listing of OFIGL on the London Stock Exchange and its concurrent secondary listing on the Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**OFI IPO**”) (the “**Proposed Disposal**”);
  - iv. the dilution of OG’s interest in OFIGL as a result of the proposed issuance of new OFIGL shares by OFIGL as part of the OFI IPO (the “**Proposed Dilution**”); and
  - v. the proposed demerger of the Olam Food Ingredients business via a capital reduction to be undertaken by OG under Section 78G of the Companies Act, pursuant to which OG will distribute all of the remaining OFIGL Shares held by OG after the Proposed Disposal to the Shareholders entitled to the distribution (the “**Proposed Capital Reduction**”);
- (b) the notice dated 27 January 2022 (the “**Notice of Scheme Meeting**”) of the Scheme meeting (the “**Scheme Meeting**”) to be convened by electronic means for the purpose of seeking Shareholders’ approval for the Scheme, and the accompanying proxy form for the Scheme Meeting (the “**Scheme Meeting Proxy Form**”); and

- (c) the notice dated 27 January 2022 (the “**Notice of EGM**”) of the extraordinary general meeting of the Company (the “**EGM**”) to be convened by electronic means for the purpose of seeking Shareholders’ approval for the Proposed Dividend in Specie, the Proposed Disposal, the Proposed Dilution and the Proposed Capital Reduction of OG, and the accompanying proxy form for the EGM (the “**EGM Proxy Form**”).

You may scan the QR Code on the top right corner of this letter for direct access to the Company’s website via any smart device.

No printed copies of the Circular (including the Notice of Scheme Meeting, the Notice of EGM, the Scheme Meeting Proxy Form and the EGM Proxy Form) will be despatched to the Shareholders.

**Alternative Arrangements:** Shareholders will not be able to attend the Scheme Meeting and the EGM (the “**Meetings**”) in person, in line with Manner of Convening Scheme Meeting approved by the Court (in the case of the Scheme Meeting), and the COVID-19 (Temporary Measures) Act 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and the joint statement by the Accounting and Corporate Regulatory Authority of Singapore, Monetary Authority of Singapore and Singapore Exchange Regulation (“**SGX RegCo**”) released on 1 October 2020 entitled “Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation”. Alternative arrangements have been made, relating to (a) attendance at the Meetings via electronic means (including arrangements by which the Meetings can be electronically accessed via live audio-visual webcast or live audio-only stream), (b) submission of questions in advance by the deadline specified and/or live at the Meetings, (c) addressing of substantial and relevant questions prior to the Meetings in line with the SGX RegCo Regulator’s Column dated 16 December 2021 entitled “What SGX RegCo expects on the conduct of general meetings amid the ongoing COVID-19 situation”, and (d) voting by appointing the Chairman of the Meetings as proxy at the Meetings. Details of the alternative arrangements, including the steps for registering to attend the Meetings via electronic means, submission of questions, and voting at the Meetings by appointing the Chairman of the Meetings as proxy, can be found in the Circular.

**Scheme Meeting and EGM:** The Scheme Meeting will be convened and held by way of electronic means on **18 February 2022 at 3.00 p.m.** (Singapore time). The EGM will be convened and held by way of electronic means on **18 February 2022 at 3.30 p.m.** (Singapore time) or as soon thereafter following the conclusion of the Scheme Meeting. Shareholders who wish to attend the Scheme Meeting and the EGM should register online by **15 February 2022 at 3.30 p.m.** (Singapore time).

**Virtual Information Session:** A Virtual Information Session will be held by the Company in conjunction with the Securities Investors Association (Singapore) on **9 February 2022 at 7.00 p.m.** (Singapore Time). Shareholders who wish to attend the Virtual Information Session should register online by **7 February 2022 at 7.00 p.m.** (Singapore time). More information of the Virtual Information Session will be announced by the Company on SGXNET and on the Company’s website at [www.olamgroup.com](http://www.olamgroup.com).

**Important:** Shareholders should note that the manner of conduct of the Meetings may be subject to further changes at short notice. Shareholders are advised to check SGXNET or the Company’s website at [www.olamgroup.com](http://www.olamgroup.com) regularly for updates.

Thank you for your support. If you have any questions, please email us at [OlamScheme@olamagri.com](mailto:OlamScheme@olamagri.com). You can also reach us by phone at +65 63394100.

Yours faithfully



Michelle Tanya Kwek  
Company Secretary  
Olam International Limited