



DEL MONTE PACIFIC LIMITED
(Incorporated in the British Virgin Islands)

PROPOSED TRANSACTIONS IN RESPECT OF DEL MONTE PHILIPPINES, INC. (“DMPI”), AN INDIRECT SUBSIDIARY OF DEL MONTE PACIFIC LIMITED:-

- (I) TERMINATION AND SETTLEMENT OF CERTAIN DERIVATIVE RIGHTS OWNED BY SEA DINER HOLDINGS (S) PTE. LTD. (“SEA DINER”) IN DMPI**
 - (II) MUTUAL REDEMPTION OF 7.0% OF SHARES OF DMPI OWNED BY SEA DINER**
 - (III) PURCHASE OF UP TO 6.0% OF SHARES OF DMPI BY CENTRAL AMERICAN RESOURCES, INC., FROM SEA DINER**
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Unless otherwise defined, capitalised terms used herein shall bear the same meaning as ascribed to them in the Company’s announcements dated 24 January 2020 and 21 May 2020 and the Company’s circular to shareholders dated 27 August 2020 (the “27 August 2020 Disposal Circular”).

1. INTRODUCTION

1.1 The Board of Directors (the “**Board**” or the “**Directors**”) of Del Monte Pacific Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that, Del Monte Philippines, Inc. (“**DMPI**”), an indirect subsidiary of the Company, Central American Resources, Inc. (“**CARI**”) and SEA Diner Holdings (S) Pte. Ltd. (“**SEA Diner**”) have on 19 February 2024, entered into an agreement to undertake several transactions as described and subject the order of priority below:

1.1.1 *Firstly*, a settlement payment to SEA Diner in consideration of the termination of (a) the call option in respect of 41,959,800 shares in the issued and paid-up capital of DMPI granted by DMPI to CARI and (b) SEA Diner’s right to earn additional shares in DMPI (as described in paragraphs 6.4(i) and 6.4(f) of the 27 August 2020 Disposal Circular respectively) (collectively, (a) and (b) shall be defined to mean the “**Derivative Rights**”) (the “**Derivative Settlement**”);

1.1.2 *Secondly*, a redemption by DMPI of shares owned by SEA Diner equivalent to 7.0% of the issued and paid up share capital of DMPI (the “**Mutual Redemption Shares**”) (the “**Mutual Redemption**”) which was mutually agreed between the parties and is a rate of return that is lower than the maximum applicable rate of return in the existing shareholders’ agreement with SEA Diner as previously outlined in the 27 August 2020 Disposal Circular; and

1.1.3 *Thirdly*, a proposed purchase by CARI from SEA Diner of up to the remaining shares in DMPI that are owned by SEA Diner, which is equivalent to up 6.0% of the issued and paid up capital of DMPI (the “**Target Shares**”) (the “**Proposed Acquisition**”),

*(collectively, the “**Proposed Transactions**”).*

2. SOURCE OF FUNDS FOR THE PROPOSED TRANSACTIONS

- 2.1 Completion of the Proposed Transactions is contingent on DMPI's ability to raise sufficient proceeds from a perpetual securities issuance where such securities offering was formally launched on 19 February 2024 (the "**Perpetual Securities Offering**").
- 2.2 The amount raised from the Perpetual Securities Offering will determine which of the Proposed Transactions could be completed, in accordance with the order of priority outlined above.
- 2.3 Completion of any of the Proposed Transactions is subject to a minimum amount raised from the Perpetual Securities Offering of US\$130.0 million.

3. INFORMATION ON THE DERIVATIVE SETTLEMENT

- 3.1 The total agreed amount for the Derivative Settlement is US\$29.9 million (approximately S\$39.2 million), and completion is expected to follow shortly after the completion of the Perpetual Securities Offering, subject to the minimum condition described above under section 2.3 of this disclosure statement.

4. INFORMATION ON THE MUTUAL REDEMPTION

- 4.1 The total agreed amount for the Mutual Redemption is US\$104.3 million (approximately S\$136.7 million) and completion is expected to follow shortly after the completion of the Perpetual Securities Offering, subject to the minimum condition described above under section 2.3 of this disclosure statement.

5. PROPOSED ACQUISITION AS A MAJOR TRANSACTION

- 5.1 Pursuant to Rule 1014 of the listing manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Listing Manual**"), where any one of the relative figures computed on the bases set out in Rule 1006 of the Listing Manual for a transaction exceeds 20%, such transaction is classified as a major transaction.
- 5.2 The relative figures for the Proposed Acquisition as computed on the bases set out in Rule 1006(c) of the Listing Manual exceed 20% but do not exceed 100%. Accordingly, the Proposed Acquisition constitutes a "major transaction" within the meaning of Rule 1014 of the Listing Manual, and is subject to the approval of the shareholders of the Company (the "**Shareholders**").
- 5.3 The Board will convene a general meeting (the "**GM**") of the Company in due course to seek Shareholders' approval for the Proposed Acquisition. A circular setting out, *inter alia*, the details of the Proposed Acquisition (the "**Circular**") together with a notice of the GM (the "**GM Notice**") will be released to Shareholders in due course.

6. RATIONALE FOR THE PROPOSED ACQUISITION

- 6.1 DMPI is one of the DMPL Group's two main operating subsidiaries. DMPI has been a profitable consumer product business for many years, a consistent contributor of cash flows and value to the Group for many years and the subsidiary with the most attractive earnings growth prospects within the Group. As such, the Company believes that the Proposed Transactions enhance shareholders' value over the medium and long term as they would allow the Company to regain DMPI as an indirect wholly owned subsidiary. More importantly, the Proposed Transactions would provide the Company with greater flexibility operationally and from a balance sheet management perspective.

- 6.2 Strategically, owning DMPI as a wholly-owned subsidiary will enhance the Group's strategic flexibility by opening additional shareholder value optimising transactions that are otherwise difficult to achieve with minority shareholder interest that is a financial investor with only a medium-term investment horizon at this key subsidiary level.

7. INFORMATION ON THE PROPOSED ACQUISITION

7.1 Information on DMPI

7.1.1 DMPI is an indirect subsidiary of the Company and is established under the laws of the Philippines. DMPI is also a principal subsidiary of the Group.

7.1.2 DMPI's business includes the production and sale of food and beverage products which include fruit juices and juice drinks, packaged pineapples and mixed fruits, fresh pineapples, as well as various tomato spaghetti sauces and culinary mixes. DMPI sells these food and beverage products under the Del Monte brand in the Philippines, and exports these products for sale under other brands in other countries. Therefore, DMPI generates sales primarily from the Philippines and its exports.

7.1.3 The main customers of DMPI's food and beverage products are: (i) general trade accounts (wholesalers, distributors); (ii) modern trade customers (large groceries and price clubs); and (iii) institutional accounts (restaurants, fast food chains, caterers, hotels, hospitals, schools, convenience stores, etc.).

7.2 Information on SEA Diner

7.2.1 SEA Diner is a Singapore-incorporated company focused on investing in leading companies in the consumer sector in China and the ASEAN region. SEA Diner and its affiliates have invested over US\$1 billion in ASEAN and Chinese consumer businesses to date, including consumer product companies and technology companies. The food category has been a key focus for SEA Diner and its affiliates, with a particular emphasis on food products that have a large addressable market in China.

7.3 Principal Terms of the Proposed Acquisition

7.3.1 Consideration

The consideration payable by CARI to SEA Diner for the Proposed Acquisition is up to US\$90 million (approximately S\$117.9 million) (the "**Consideration**"). The Consideration as negotiated in good faith and on an arm's length basis, and is at a discount to the fair equity valuation of DMPI.

7.3.2 Completion

Completion of the Proposed Acquisition is subject to the Company having raised at least US\$130 million from the Perpetual Securities Offering. In connection with the Proposed Acquisition the Company shall proceed to obtain the approvals outlined in section 5 of this disclosure statement.

8. VALUE OF AND PROFIT ATTRIBUTABLE TO THE TARGET SHARES

8.1 As at 31 October 2023, the book value of the Target Shares as recorded in the books of the Company is approximately S\$19.7 million.

8.2 Based on the latest announced consolidated unaudited financial statements of the Group for the six (6) months ended 31 October 2023, the net profit attributable to the Target Shares

amounted to approximately S\$1.7 million and the net tangible assets attributable to the Target Shares is approximately S\$15 million.

- 8.3 The open market value of the Target Shares is not available as neither the shares of DMPI nor the Target Shares are publicly traded. No valuation of the Target Shares was commissioned.

9. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

- 9.1 The financial effects of the Proposed Acquisition as set out below are for illustrative purposes only and do not necessarily reflect the actual financial position and results of the Group following completion of the Proposed Acquisition.

9.2 Net tangible assets (“NTA”) per share

Assuming that the Proposed Acquisition was completed on 30 April 2023, being the end of the most recently completed financial year, the financial effects on the Group’s NTA per share would be as follows:

As at 30 April 2023		
	Before the Proposed Acquisition	After the Proposed Acquisition
NTA (S\$’000)	S\$(570,012,000) ⁽¹⁾	S\$(672,722,000) ⁽¹⁾⁽²⁾
Number of Shares	1,943,960,024	1,943,960,024
NTA per Share (Singapore cents)	S\$(29.3)	S\$(34.6)

Note:

- (1) Based on the closing exchange rate of US\$1 to S\$1.3103 obtained from the BSP Bulletin released on 16 February 2024.
- (2) The net tangible asset computation takes into consideration the one-time loss of S\$102.7 million. The NTA of S\$(672,722,000) was derived after deducting the one-time loss of S\$102.7 million.

9.3 Earnings (loss) per share (“EPS”)

Assuming that the Proposed Acquisition was completed on 1 May 2022, being the beginning of the most recently completed financial year, the financial effects on the Group’s EPS per share would be as follows:

For the financial year ended 30 April 2023		
	Before the Proposed Acquisition	After the Proposed Acquisition
Net profit attributable to Shareholders	S\$22,208,000 ⁽¹⁾	\$17,081,000 ⁽¹⁾
Weighted average number of Shares (excluding treasury shares)	1,943,960,024	1,943,960,024
Earnings per Share (Singapore cents)	\$0.87	\$0.60

Note:

- (1) Based on the closing exchange rate of US\$1 to S\$1.3103 obtained from the BSP Bulletin released on 16 February 2024
- (2) In the EPS computations, the Company have assumed consideration paid of US\$90.0 million (approximately S\$117.9 million) and total transaction costs of US\$4.0 million (approximately S\$5.2 million) The net profits attributable to Shareholders of S\$17,081,000 was derived after adding back the profits attributable to acquired assets (6% DMPI shares) net of interests expense of S\$(5.1) million.

10. COMPUTATIONS UNDER RULE 1006 OF THE LISTING MANUAL

10.1 For the purposes of Chapter 10 of the Listing Manual and based on the latest announced consolidated unaudited financial statements of the Group for the six (6) months ended 31 October 2023, being the financial period from 1 May 2023 to 31 October 2023, the relative figures for the Proposed Acquisition as computed on the bases set out in Rules 1006(a) to (e) of the Listing Manual are as follows:

Listing Rule	Bases of computation	Relative figure (%)
Rule 1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets.	Not applicable
Rule 1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	8.6% ⁽¹⁾⁽²⁾
Rule 1006(c)	Aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	47.0% ⁽³⁾
Rule 1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
Rule 1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not applicable

Notes:

- (1) Based on the consolidated unaudited financial statements of the Group for the six (6) months ended 31 October 2023, the Group's unaudited consolidated net profits before income tax, minority interests and extraordinary items is US\$17,789,000 (approximately S\$23,308,927).
- (2) The net profits before income tax, minority interests and extraordinary items of DMPI (on a consolidated basis) is approximately US\$25,591,000 (approximately S\$33,531,887). The net profits before income tax, minority interests and extraordinary items attributable to the Target Shares is therefore S\$2,011,913.
- (3) The computation for Rule 1006(c) is based on the purchase price of US\$90 million (approximately S\$117,927,000) payable for the Target Shares divided by the market capitalisation of the Company of

approximately S\$250,770,840 as at 19 February 2024, being the full market day immediately preceding the signing of the SPA.

The Company's market capitalisation is determined by multiplying the number of ordinary shares (the "Shares") in issue, being 1,943,960,024 Shares (excluding treasury shares) by the volume weighted average price of S\$0.129 per Share on 19 February 2024, being the full market day immediately preceding the signing of the SPA.

- 10.2 Accordingly, based on the above, the relative figure computed pursuant to 1006(c) exceeds 20% but is less than 100%, and the Proposed Acquisition is therefore a major transaction pursuant to Rule 1014 of the Listing Manual.

11. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 11.1 Save for the disclosure of the Directors' and substantial Shareholders' shareholding interests as per the Company's register of Directors' interests and register of substantial Shareholders' interest as set out in the tables below, none of the Director nor (in so far as the Directors are aware) any substantial Shareholder of the Company or their respective associates have any interest, whether direct or indirect, in the Proposed Transactions.

Directors' interests

Directors	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Roland C. Gapud	2,651,203	0.13	–	–	2,651,203	0.13
Joselito D. Campos, Jr.	7,621,466	0.39	1,386,276,498	71.31	1,393,897,964	71.70
Edgardo M. Cruz, Jr.	2,984,632	0.15	–	–	2,984,632	0.15
Emil Q. Javier	611,828	0.03	–	–	611,828	0.03
Benedikt Kwek Gim Song	117,092	n.m.	–	–	117,092	n.m.
Godfrey E. Scotchbrook	117,092	n.m.	–	–	117,092	n.m.
Yvonne Goh	–	–	–	–	–	–

Note:

- (1) The percentage of issued share capital is calculated based on 1,943,960,024 Shares (excluding treasury shares) and there are no subsidiary holdings.

Substantial shareholders' interests

Substantial Shareholders	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Bluebell Group Holdings Limited	189,736,540 ⁽²⁾	9.76	–	–		
Golden Sunflower International Limited	–	–	189,736,540 ⁽²⁾	9.76	189,736,540	9.76
Joselito D. Campos, Jr.	7,621,466	0.39	1,386,276,498 ⁽²⁾⁽³⁾	71.31	1,393,897,964	71.70

NutriAsia Pacific Limited	1,196,539,958	61.55	–	–	1,196,539,958	61.55
NutriAsia, Inc.	–	–	1,196,539,958 ⁽⁴⁾	61.55	1,196,539,958	61.55
NutriAsia Holdings Limited	–	–	1,196,539,958 ⁽⁵⁾	61.55	1,196,539,958	61.55
Golden Chamber Investment Limited	–	–	1,196,539,958 ⁽⁵⁾	61.55	1,196,539,958	61.55
Star Orchid Limited	–	–	1,196,539,958 ⁽⁵⁾	61.55	1,196,539,958	61.55
Well Grounded Limited	–	–	1,196,539,958 ⁽⁵⁾	61.55	1,196,539,958	61.55
HSBC Trustee (Hong Kong) Limited	–	–	1,386,276,498 ⁽⁶⁾	71.31	1,386,276,498	71.31
HSBC International Trustee Limited	–	–	1,386,276,498 ⁽⁶⁾	71.31	1,386,276,498	71.31
HSBC International Trustee (Holdings) Pte. Limited	–	–	1,386,276,498 ⁽⁶⁾	71.31	1,386,276,498	71.31
The Hongkong and Shanghai Banking Corporation Limited	–	–	1,386,276,498 ⁽⁶⁾	71.31	1,386,276,498	71.31
HSBC Asia Holdings Limited	–	–	1,386,276,498 ⁽⁶⁾	71.31	1,386,276,498	71.31
HSBC Holdings plc	–	–	1,386,276,498 ⁽⁶⁾	71.31	1,386,276,498	71.31
Lee Pineapple Company (Pte.) Limited	106,854,000	5.50	–	–	106,854,000	5.50
Lee Foundation	–	–	106,854,000 ⁽⁷⁾	5.50	106,854,000	5.50

Notes:

- (1) The percentage of issued share capital is calculated based on 1,943,960,024 Shares (being 1,944,935,826 Shares excluding 975,802 treasury shares) and there are no subsidiary holdings.
- (2) Bluebell Group Holdings Limited (“**BGHL**”) is wholly owned by Golden Sunflower International Limited (“**GSIL**”). GSIL is therefore deemed interested in the Shares of the Company held by BGHL.

GSIL is wholly owned by the Twin Palms Pacific Trust (“**TPP Trust**”), of which HSBC Trustee (Hong Kong) Limited (“**HKL**”) is the trustee. The beneficiaries of the TPP Trust are Mr. Joselito D. Campos, Jr. (“**JDC**”) and his children. JDC is therefore deemed interested in the Shares held by Bluebell. The 189,736,540 Shares are held in nominee by HSBC (Singapore) Nominees Pte. Ltd.
- (3) NutriAsia Pacific Limited (“**NPL**”) is a substantial and controlling shareholder of the Company, holding 1,196,539,958 Shares in the Company. JDC and his family have beneficial interests in NPL (through Golden Chamber Investment Limited (“**GCIL**”) and Star Orchid Ltd. (“**SOL**”) which hold trusts in which they are beneficiaries). JDC is therefore deemed interested in the Shares held by NPL.
- (4) NutriAsia, Inc. (“**NI**”) owns 57.8% of NutriAsia Holdings Limited (“**NHL**”), which in turn owns 100% of NPL. NI is therefore deemed to be interested in the Shares held by NPL.
- (5) NPL is wholly owned by NHL. NHL is therefore deemed interested in the Shares held by NPL.

NHL is in turn majority owned by NI (57.8%) and partly owned by Well Grounded Limited (“WGL”) (42.2%). NI and WGL are therefore deemed interested in the Shares held by NPL.

NI is in turn majority owned by GCIL (65.4%) and WGL is in turn wholly owned by SOL. GCIL and SOL are therefore deemed interested in the Shares held by NPL.

- (6) GCIL and GSIL are owned by the TPP Trust and SOL is wholly owned by The Star Orchid Trust, for which HKL acts as trustee for both trusts. HKL is therefore deemed interested in the Shares held by NPL and BGHL. The beneficiaries of the Star Orchid Trust are beneficially owned by the Campos family.

HKL is wholly owned by HSBC International Trustee Limited. HSBC International Trustee Limited is therefore deemed interested in the Shares held by NPL and BGHL.

HSBC International Trustee Limited is wholly owned by HSBC International Trustee (Holdings) Pte. Limited. HSBC International Trustee (Holdings) Pte. Limited is therefore deemed interested in the Shares held by NPL and BGHL.

HSBC International Trustee (Holdings) Pte. Limited is wholly owned by The Hongkong and Shanghai Banking Corporation Limited. The Hongkong and Shanghai Banking Corporation Limited is therefore deemed interested in the Shares held by NPL and BGHL.

The Hongkong and Shanghai Banking Corporation Limited is wholly owned by HSBC Asia Holdings Limited. HSBC Asia Holdings Limited is therefore deemed interested in the Shares held by NPL and BGHL.

HSBC Asia Holdings Limited is wholly owned by HSBC Holdings plc. HSBC Holdings plc is therefore deemed interested in the Shares held by NPL and BGHL.

- (7) Lee Foundation, by virtue of its not less than 20% interest in Lee Pineapple Company (Pte.) Limited, had a deemed interest in the Company’s Shares in which Lee Pineapple Company (Pte.) Limited had a direct or deemed interest.

12. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transactions, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context. Shareholders are advised to read this announcement in its entirety and for any Shareholder who may require advice in the context of his specific investment, to consult his bank manager, stockbroker, solicitor, accountant or other professional adviser.

13. NO DIRECTORS’ SERVICE CONTRACT

No person is proposed to be appointed as a director in connection with the Proposed Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

14. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the definitive document in respect of the Proposed Acquisition will be made available for inspection at the offices of the Company’s share transfer agent in Singapore and Manila at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 and 15th Floor South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City 0726, Philippines, respectively, during normal business hours for three (3) months from the date of this announcement.

15. FOLLOW UP ANNOUNCEMENT(S) / FURTHER INFORMATION

The Company will make the necessary follow-up announcement(s) as and when required and/or material developments arise in respect of the Proposed Transactions.

In the meantime, the Board wishes to advise Shareholders to exercise caution in their dealings in the shares of the Company and to refrain from taking any action in relation thereto, until they have sought their own financial, tax or other professional adviser where appropriate.

BY ORDER OF THE BOARD

Antonio E S Ungson
Company Secretary
20 February 2024