



DEL MONTE PACIFIC LIMITED

(Incorporated in the British Virgin Islands with limited liability on 27 May 1999)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Del Monte Pacific Limited (the "Company") will be held at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908, on Tuesday, 15 April 2014 at 10.00 am for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2013 together with the Auditors' Report thereon. **[Resolution 1]**
- To re-elect the following Directors retiring pursuant to Article 88 of the Company's Articles of Association:
Mr Rolando C Gapud (Retiring under Article 88) **[Resolution 2]**
Mr Benedict Kwek Gim Song (Retiring under Article 88) **[Resolution 3]**
Mr Benedict Kwek Gim Song will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and as a member of the Nominating Committee and the Remuneration and Share Option Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- (a) To approve the payment of Directors' fees of US\$513,000 for the financial year ending 31 December 2014 (FY2013: US\$513,000), to be paid quarterly in arrears, computed based on the fee structure set out below:
 - Board Chairman: US\$79,200 per annum
 - Directors: US\$43,200 per annum
 - Audit Committee Chairman: US\$19,800 per annum
 - Remuneration and Share Option Committee Chairman: US\$9,900 per annum
 - Nominating Committee Chairman: US\$9,900 per annum
 - Audit Committee Members: US\$10,800 per annum
 - Remuneration and Share Option Committee Members: US\$5,400 per annum
 - Nominating Committee Members: US\$5,400 per annum**[Resolution 4(a)]**
- (b) To authorise the Directors to fix, increase or vary the emoluments of Directors with respect to services to be rendered in any capacity to the Company. **[Resolution 4(b)]**
[See Explanatory Note (i)]
- To re-appoint KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Share Issue Mandate**
That pursuant to Article 15(3)(b) of the Company's Articles of Association and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:
 - the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company (the "Shareholders") shall not exceed twenty percent (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company;
 - for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of convertible securities;
 - new Shares arising from exercising Share Options or vesting of Share Awards outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - and that such authority shall, unless revoked or varied by the Company at a general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier; or (ii) in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of such convertible securities. **[Resolution 6]**
[See Explanatory Note (ii)]
- Authority to allot and issue Shares under the Del Monte Pacific Executive Stock Option Plan 1999, Del Monte Pacific Restricted Share Plan and the Del Monte Pacific Performance Share Plan**
That approval be and is hereby granted to the Directors of the Company, acting through its Remuneration and Share Option Committee, to allot and issue from time to time such Shares in the capital of the Company as may be allotted and issued pursuant to the exercise of (i) Market Price Options in accordance with the provisions of the Del Monte Pacific Executive Stock Option Plan 1999, as amended, ("ESOP"); and (ii) the vesting of Share Awards in accordance with the provisions of the Del Monte Pacific Restricted Share Plan and the Del Monte Pacific Performance Share Plan (the "Share Plans"), provided always that the aggregate number of Shares to be allotted and issued pursuant to the ESOP and the Share Plans shall not exceed ten percent (10%) of the total issued share capital of the Company from time to time. **[Resolution 7]**
[See Explanatory Note (iii)]
- Renewal of Shareholders' Mandate for Interested Person Transactions**
That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:
 - approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out on page 6 of the Company's information memorandum ("Information Memorandum") with any party who is of the class of Interested Persons described in the Information Memorandum, provided that such transactions are carried out in the normal course of business, at arm's length and on commercial terms and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Company's Information Memorandum (the "Shareholders' Mandate");
 - the Shareholders' Mandate shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting; and
 - authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit. **[Resolution 8]**
[See Explanatory Note (iv)]

By Order of the Board

Yvonne Choo
Secretary

Singapore, 21 March 2014

Explanatory Notes to Resolutions to be passed -

- The Ordinary Resolution 4(a) proposed in item 3 above, is to approve the payment of Directors' fees for the financial year ending 31 December 2014 ("FY2014") in accordance with the proposed fee structure. The fee structure is based on guidelines recommended by the Singapore Institute of Directors and disclosed in the Corporate Governance Report in this Annual Report. The proposed Directors' fees for FY2014 are commensurate with the onerous responsibilities placed on the Directors and in particular, to better reflect the time and contribution of each Director towards the improved performance of the Company. The Ordinary Resolution 4(a) if passed, will authorise the payment of Directors' fees for FY2014 in accordance with the fee structure amounting to approximately US\$513,000 on the assumption that there is no change in the size or composition of the Board. The Ordinary Resolution 4(b) if passed, will also authorise the Directors to fix, increase or vary the emoluments of Directors in respect of services to be rendered in any capacity to the Company. This would provide flexibility for the Company to engage or procure the specialist services of Directors as appropriate and as may be required by the Company.
- The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro-rata basis. For the purpose of this Resolution, the total number of issued Shares (excluding treasury shares) is based on the Company's total number of issued Shares (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of Share Options or the vesting of Share Awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, to allot and issue Shares in the Company of up to a number not exceeding in total ten percent (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time pursuant to (i) the exercise of options under the ESOP; and (ii) the vesting of Share Awards under the Share Plans.
- The Ordinary Resolution 8 proposed in item 8 above, if passed, will authorise the Interested Person Transactions as described in the Information Memorandum accompanying the 2013 Annual Report and recurring in the year; and will empower the Directors to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

A. Notes for Singapore Shareholders:

- A Shareholder entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If a Depositor wishes to appoint a proxy/proxies to attend the AGM, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, at least forty-eight (48) hours before the time of the AGM.
- If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

B. Notes for Philippines Shareholders:

- As electronic poll voting is not available to Philippines Shareholders, they will not be able to vote at the AGM. Shareholders wishing to attend the AGM in Singapore however, would be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.
- Philippines Shareholders wishing to vote may only do so by appointing a proxy to attend the meeting in Singapore. He/she must complete the enclosed proxy form and submit the same on or before 11 April 2014 at 10.00 am to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., at its office address at the BDO Stock Transfer Department, 15th Floor South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City 0726, Philippines for the attention of Ms. Adora A. Yanga, Vice-President.
- Proceedings of the AGM will be made available to Philippines Shareholders via a videoconference facility at the 1st Floor, JY Campos Centre, 9th Avenue corner 30th Street, Bonifacio Global City, Taguig City, Philippines.
- Only Shareholders at record date at the close of business on 11 April 2014 are entitled to attend and vote at the AGM.
- Philippines Shareholders may also be entitled to appoint not more than two (2) proxies to attend in his/her stead. A proxy need not be a Member or Shareholder of the Company.
- Validation of proxies shall be held on 14 April 2014 at the office of the Philippine Stock Transfer Agent.