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Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	DEL MONTE PACIFIC LIMITED
Company Registration No.	326349
Announcement submitted on behalf of	DEL MONTE PACIFIC LIMITED
Announcement is submitted with respect to *	DEL MONTE PACIFIC LIMITED
Announcement is submitted by *	Yvonne Choo
Designation *	Company Secretary
Date & Time of Broadcast	28-May-2013 08:01:36
Announcement No.	00005

>> Announcement Details
The details of the announcement start here ...

Announcement Title *	UPDATES ON PROPOSED LISTING ON THE PHILIPPINES STOCK EXCHANGE
Description	Please see attached.
Attachments	 SEC-PSE-approval-ShareTrf.pdf Total size = 46K (2048K size limit recommended)

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

Shareholders and any other investors are reminded to exercise caution when dealing in the Shares. In the event of any doubt, Shareholders and other investors should consult their stockbrokers, bank managers, solicitors, or other professional advisers.

Not for release, distribution or publication, directly or indirectly, in or into the United States.

Neither this disclosure, nor any introductory document or disclosures published on the Philippine Stock Exchange constitutes a prospectus, information memorandum or other offering document in whole or in part. This disclosure and the information contained herein do not constitute or form a part of, and should not be construed as, an offer to sell or issue or solicitation of an offer to purchase or subscribe for securities of Del Monte Pacific Limited (the "Company") or any of its subsidiaries or affiliates in any jurisdiction and no part of it shall form the basis of or be relied upon in connection with any contract, commitment or investment decision whatsoever in relation thereto. In particular, this disclosure and the information contained herein are not an offer of securities for sale in the United States and are not for publication or distribution, directly or indirectly, in or into the United States.

The ordinary shares ("Shares") of the Company 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. Any securities of the Company will be offered and sold outside the United States in reliance on Regulation S under the Securities Act and may not be offered or sold within the United States absent registration or an exemption from registration under the Securities Act. The Company does not intend to register any of its securities in the United States. No public offering of securities of the Company will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited.

UPDATES ON PROPOSED LISTING ON THE PHILIPPINES STOCK EXCHANGE

(A) RECEIPT OF APPROVAL IN-PRINCIPLE

The Board of Directors (the "**Board**") of the Company would like to refer to the announcement dated 24 April 2013 ("**Announcement**") in relation to the Company's proposal to seek a secondary listing of all its Shares on the Philippine Stock Exchange ("**PSE**").

All capitalised terms used herein shall bear the same meanings as ascribed to them in the Announcement.

The Board wishes to inform shareholders of the Company (the "**Shareholders**") that the Company has received approval-in-principle ("**PSE AIP**") from the PSE for the listing of, and permission to deal in, all its Shares on the First Board of the PSE (the "**PSE Listing**").

As set out in the PSE AIP, the PSE Listing is subject to, *inter alia*, the following conditions:

- (a) submission to the PSE of the order of registration and permit to sell securities, which are expected to be issued by the Securities and Exchange Commission of the Philippines ("**SEC**");
- (b) compliance with the 10% minimum public ownership requirement upon listing of the Shares; and
- (c) that the PSE is satisfied with the contents of the published version of the final Introductory Document.

(collectively, the "**AIP Conditions**").

The Company has also received approval-in-principle from the SEC which is conditioned on the submission by the Company of certain documentary requirements. Upon fulfilment of the conditions imposed therein (the "**SEC Conditions**"), the SEC is expected to issue in favor of the Company an order of registration and permit to sell securities.

The Board wishes to highlight to Shareholders that as the PSE Listing is still subject to the fulfilment of the AIP Conditions and the SEC Conditions, the Listing may or may not occur.

(B) EXPECTED DATES OF POSTING OF INTRODUCTORY DOCUMENT AND COMMENCEMENT OF TRADING OF SHARES ON THE PSE

Subject to the fulfilment by the Company of the conditions to the SEC AIP, and the approval by the PSE of the PSE Listing, the Company expects to post the introductory document for the PSE Listing ("**Introductory Document**") on the website of the PSE at <http://www.pse.com.ph/> on or before **Wednesday, 29 May 2013**, and for trading of the Shares to commence on the PSE on **Monday, 10 June 2013**.

The Introductory Document does not constitute a prospectus, notice, circular, brochure, advertisement or other document offering to sell any securities to the public, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it intended to invite or solicit offers by the public to subscribe for or purchase any securities, by the Company in any jurisdiction (including Singapore, the Philippines or the United States).

No new Shares will be allotted and issued in connection with, or pursuant to, the Introductory Document or the PSE Listing. As stated in the Announcement, there may be an offer of vendor Shares subject to various factors, including the then prevailing market conditions.

The Company wishes to highlight to Shareholders and other investors that the expected date for the PSE Listing and commencement of trading of the Shares on the PSE as mentioned above is indicative only. There is no assurance that the listing circular will be issued by the PSE. Further, the date of the PSE Listing may change and the PSE Listing may or may not occur. The Company will make further announcements as and when there are material updates in relation to the PSE Listing.

(C) TRANSFER OF SHARES BETWEEN THE BVI SHARE REGISTER AND THE PHILIPPINE BRANCH SHARE REGISTER

Currently, all the Shares are registered on the Company's principal register of members maintained in the British Virgin Islands ("**BVI**") ("**BVI Share Register**"). For the purposes of trading on the PSE following the PSE Listing, the Shares must be registered on the Company's Philippine branch share register ("**Philippine Branch Share Register**"). An investor who wishes to trade on the SGX-ST must have his Shares registered on the BVI Share Register under the name of the Central Depository (Pte) Limited (the "**CDP**") and an investor who wishes to trade on the PSE must have his Shares registered on the Philippine Branch Share Register by removing them from the BVI Share Register and transferring them to the Philippine Branch Share Register. A resolution will be passed by the directors of the Company authorizing the removal of Shares between the BVI Share Register and the Philippine Branch Share Register as may from time to time be requested by the Shareholders.

As stated in the Announcement, there may be an offer of vendor Shares, and in this regard, the Company understands that its controlling shareholder, NutriAsia Pacific Limited ("**NutriAsia**"), holding approximately 78.61% of the existing share capital of the Company, will be removing up to **150,000,000** Shares, representing approximately 11.6% of the existing share capital of the Company, from the BVI Share Register to the Philippine Branch Share Register prior to the first day of trading of the Shares on the PSE. The Company understands that the potential offer of vendor Shares by NutriAsia is subject to various factors, including the then prevailing market conditions and accordingly, may or may not occur.

Procedures, Timing and Costs of Share Transfers

Shareholders should refer to the **Appendix** for more details of the procedures, timing and costs of the transfers of Shares between the BVI Share Register and the Philippine Branch Share Register.

Shareholders who require clarification with respect to any of the procedures, timing and costs can contact the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. ("**Singapore Share Transfer Agent**"), and the Company's Philippine branch share registrar, Banco de Oro Universal Bank ("**Philippine Branch Share Registrar**"), at the hotlines indicated below:

Boardroom Corporate & Advisory Services Pte. Ltd. : (65) 6536 5355

Banco de Oro Universal Bank : (632) 840 7000

(D) OTHER INFORMATION

Subject to and upon the PSE Listing occurring, the Company will be concurrently listed on the Main Board of the SGX-ST and First Board of the PSE, and will be required to comply with relevant Singapore and Philippine laws, listing rules and regulations, including, *inter alia*, the takeover requirements, the disclosure requirements and the listing requirements of the SGX-ST and the PSE. In the event of any conflict between the Listing Manual of the SGX-ST and the listing rules of the PSE, or any discrepancies between the requirements of the Singapore Code on Take-Overs and Mergers and the Securities Regulation Code on tender offers, the Company shall comply with the more onerous rule.

In particular, Shareholders should note that under Philippine laws, which will apply to Shareholders whether in Singapore or elsewhere, a shareholder of an issuer whose share are listed on the PSE is required to complete and submit to the issuer, the PSE and SEC a sworn statement containing information in a form prescribed by the SEC if he acquires beneficial ownership of more than 5% of any class of equity securities of an issuer, within five business days after the acquisition. A shareholder of an issuer whose shares are listed on the PSE who is beneficially interested in 10% or more of any class of equity securities of an issuer is required to file a statement with the SEC and PSE on a form prescribed by the SEC, within 10 days after the effective date of the registration statement or acquisition (whichever is earlier), and thereafter if there has been a change in ownership during the month, to file a statement with the SEC and PSE on a form prescribed by the SEC, within 10 days after the close of each calendar month. If a shareholder ceases to hold 10% of any class of equity securities of an issuer whose shares are listed on the PSE, he has to notify the SEC.

Further information relating to, *inter alia*, the takeover or tender offer rules applicable to the Company and the salient provisions of the listing rules of the SGX-ST and PSE and relevant regulations which are applicable to the Company after the PSE Listing will be set out in the section entitled "Description of Relevant Laws" and Appendix 1 of the Introductory Document to be posted on the website of the PSE.

Any prospective investors and/or Shareholders should note that the laws applicable to Shareholders may change, whether as a result of proposed legislative reforms to the Singapore laws, Philippine laws or otherwise, and they should consult their own advisers for specific advice concerning their possible obligations (including but not limited to legal obligations and tax obligations) as Shareholders under the relevant laws.

The Company will announce any material updates when appropriate.

By Order of the Board

Yvonne Choo
Company Secretary

28 May 2013

For enquiries, please contact:

Jennifer Luy
+65 6594 0980
jluy@delmontepacific.com

APPENDIX

PROCEDURES FOR TRANSFERS OF SHARES BETWEEN SGX-ST AND PSE

The BVI Share Register is maintained in the BVI by Nerine Trust Company (BVI) Limited, the Company's BVI share registrar ("**BVI Share Registrar**"). The Company will establish a Philippine Branch Share Register to be maintained by Banco de Oro Universal Bank, the Company's Philippine Branch Share Registrar, with its address being 15th Floor BDO South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City, Philippine. Boardroom Corporate & Advisory Services Pte. Ltd. ("**Boardroom**") is the Company's Singapore Share Transfer Agent. The BVI Share Registrar will keep duplicates of the Philippine Branch Share Register in the BVI, which will be updated from time to time. **Shareholders should note that the Shares are to be traded on the SGX-ST in board lots of 1,000 Shares and will be traded on the PSE in board lots of 100 Shares each.**

FROM SGX-ST TO PSE

Following the PSE Listing, if a Shareholder whose Shares are traded on the SGX-ST wishes to trade his Shares on the PSE, he must effect a removal of Shares from the BVI Share Register to the Philippine Branch Share Register.

In order to be able to settle any trades on the PSE through the system for the central handling of securities by which transactions involving such securities may be settled by book-entries in the records of Philippine Depository and Trust Corporation (the "**PDTC System**"), Shareholders should ensure that they have set up an account with a brokerage in the Philippines which has applied for and has been approved as a participant by the Philippine Depository and Trust Corporation ("**PDTC**") ("**PDTC Participant**"), through a brokerage in the Philippines. Shareholders should consult their stockbrokers or other professional advisers on the logistical details for the setting up of such stock account.

A removal of the Shares from the BVI Share Register to the Philippine Branch Share Register would involve the following procedures:

- (a) If the Shareholder's Shares have been deposited with the CDP, the Shareholder must first withdraw his Shares from the CDP by submitting to CDP (i) a Withdrawal of Securities Form (CDP Form 3.1, which is accompanied by a transfer deed) (the "**CDP Withdrawal Form**") available from the CDP, (ii) certificate of stamp duty (where applicable) and (iii) the withdrawal fee as prescribed by the CDP from time to time.
- (b) The Shareholder shall complete a removal request form (the "**Singapore Removal Request Form**") (in triplicate) obtained from the Singapore Share Transfer Agent and submit the Singapore Removal Request Form to the Singapore Share Transfer Agent. If the Shareholder's Shares are to be deposited into the PDTC System, the Shareholder shall instruct his designated PDTC Participant by executing and submitting to his designated PDTC Participant a fourth copy of the Singapore Removal Request Form and the Lodgement Request Form (as defined below) in the manner set out in paragraph (f)(2) below.
- (c) CDP will then send a duly completed transfer deed, certificate of stamp duty (where applicable) and the relevant Share certificate(s) registered under the name of the CDP to the Singapore Share Transfer Agent directly.
- (d) Upon receipt of the duly completed documents referred to above together with bank drafts for the amount as prescribed by the Singapore Share Transfer Agent and the Philippine Branch Share Registrar from time to time, the Singapore Share Transfer Agent shall take all actions necessary to effect the transfer and removal of Shares from the BVI Share Register to the Philippine Branch Share Register. A copy of the relevant documents will be sent by the Singapore Share Transfer Agent to the BVI Share Registrar and the Philippine Branch Share Registrar.

- (e) On completion, the Singapore Share Transfer Agent shall then notify the Philippine Branch Share Registrar of the removal whereupon the Philippine Branch Share Registrar shall update the Philippine Branch Share Register.
- (f) (1) If the Shareholder's Shares are not to be deposited with the PDTC, the Philippine Branch Share Registrar will register the Shares in the name of the Shareholder in the Philippine Branch Share Register and issue Share certificate(s) in the name of the Shareholder and send such Share certificate(s) to the address specified by the Shareholder. Despatch of the Share certificate(s) will be at the risk and expense of the Shareholder as specified in the Singapore Removal Request Form.

(2) If the Shareholder's Shares are to be deposited into the PDTC System, the Philippine Branch Share Registrar will register the Shares in the name of PCD Nominee Corp in the Philippine Branch Share Register and issue Share certificate(s) in the name of PCD Nominee Corp. The Shareholder must instruct his designated PDTC Participant by executing a lodgement request form which is in use by his designated PDTC Participant ("**Lodgement Request Form**") and delivering to his designated PDTC Participant directly the Lodgement Request Form together with a copy of the Singapore Removal Request Form (as contemplated in paragraph (b) above), for credit into the account of his designated PDTC Participant.
- (g) Upon receipt of the relevant documents, the Shareholder's designated PDTC Participant will submit the lodgement request to the PDTC through the PDTC System and complete the PDTC Participant's portion of the Singapore Removal Request Form and deliver the duly completed Singapore Removal Request Form to the Philippine Branch Share Registrar.
- (h) Upon receipt of the relevant documents from the Shareholder's designated PDTC Participant, the Philippine Branch Share Registrar shall issue a Registry Confirmation Advice to the PDTC to confirm to the PDTC that the Shares are registered in the name of PCD Nominee Corp in the Philippine Branch Share Register. PDTC shall credit the specified number of Shares into the account of the Shareholder's designated PDTC Participant. The Shareholder must have an account with a PDTC Participant as only PDTC Participants will be recognized by the PDTC as the beneficial owners of the lodged Shares.

Generally, steps (a) to (h) require up to 10 business days to complete.

FROM PSE TO SGX-ST

Upon the PSE Listing, if a Shareholder whose Shares are traded on the PSE wishes to trade his Shares on the SGX-ST, he must effect a removal of his Shares from the Philippine Branch Share Register to the BVI Share Register, and deposit such Shares into the CDP. Such removal and deposit of the Shares would involve the following procedures:

- (a) If the Shareholder's Shares are registered in the Shareholder's own name in the Philippine Branch Share Register, the Shareholder shall complete the Combined Share Removal and Transfer Form and Delivery Instruction Form (the "**Philippine Removal Request Form**") (in triplicate) obtained from the Philippine Branch Share Registrar and submit the same together with the Share certificate(s) in his name and bank draft for the amount as prescribed by the Singapore Share Transfer Agent and Philippine Branch Share Registrar from time to time to the Philippine Branch Share Registrar.
- (b) If the Shareholder's Shares have been deposited into the PDTC System, the Shareholder must first withdraw such shares from the account of his designated PDTC Participant. The Shareholder must instruct his designated PDTC Participant by completing a copy of the Philippine Removal Request Form obtained from the Philippine Branch Share Registrar and submitting the same to the Shareholder's designated PDTC Participant. The Shareholder must also complete the Philippine Removal Request Form (in triplicate) and submit the same together with bank draft for the amount as prescribed by the Singapore Share Transfer Agent and the Philippine Branch Share Registrar from time to time to the Philippine Branch Share Registrar.

- (c) Upon receipt of the Philippine Removal Request Form, the Shareholder's designated PDTC Participant shall submit an upliftment request to the PDTC through the PDTC System and complete the PDTC Participant's portion of the Philippine Removal Request Form and deliver the duly completed Philippine Removal Request Form to the Philippine Branch Share Registrar.
- (d) The PDTC will confirm and sign off on the upliftment request and submit the duly signed upliftment request to the Philippine Branch Share Registrar. The Philippine Branch Share Registrar will confirm the upliftment directly through the PDTC System or submit a Registry Confirmation Advice confirming the upliftment to the PDTC, for the PDTC to input the confirmation into the PDTC System.
- (e) Upon receipt of the Philippine Removal Request Form, the Philippine Branch Share Registrar shall take all actions necessary to effect the transfer and the removal of the Shares from the Philippine Branch Share Register to the BVI Share Register. A copy of the relevant documents will be sent by the Philippine Branch Share Registrar to the BVI Share Registrar and the Singapore Share Transfer Agent.
- (f) The Philippine Branch Share Registrar shall then notify the Singapore Share Transfer Agent of the removal, whereupon the Singapore Share Transfer Agent shall liaise with the BVI Share Registrar to arrange for the update of the BVI Share Register. Upon completion, the Singapore Share Transfer Agent shall issue the relevant Share certificate(s) in the name of the Shareholder and deliver the Share certificate(s) to the Shareholder. Despatch of Share certificate(s) will be made at the risk and expense of the Shareholder as specified in the Philippine Removal Request Form.
- (g) If the Shareholder requires the Singapore Share Transfer Agent to assist in depositing the Share certificate(s) into the CDP, he should submit a duly completed and signed Form of Transfer and Delivery Instruction as provided on the Philippine Removal Request Form and a bank draft for the amount as prescribed by the CDP from time to time to the Singapore Share Transfer Agent at the same time he submits the relevant documents (as contemplated in paragraph (a) or (b) above) to the Philippine Branch Share Registrar. The Philippine Branch Share Registrar shall then deliver the Philippine Removal Request Form to the BVI Share Registrar and the Singapore Share Transfer Agent and notify the Singapore Share Transfer Agent of the removal of Shares from the Philippine Branch Share Register. The Singapore Share Transfer Agent shall issue the relevant Share certificate(s) in the name of the CDP and arrange to deposit the same with the CDP. Upon receipt of the relevant documents and once payment of the deposit fee is in good order, the CDP shall credit the specified number of Shares into the Shareholder's securities account with the CDP. The Shareholder must have a securities account in his own name with the CDP or a sub-account with a CDP depository agent so that the Shareholder's Shares can be credited to his securities account with the CDP or sub-account with a CDP depository agent before dealing in our Shares on the SGX-ST.

Generally, steps (a) to (g) require up to 14 business days to complete.

All costs charged by the Philippine Branch Share Register and the Singapore Share Transfer Agent in relation to the removal process shall be borne by the Shareholder requesting the removal.

In particular, Shareholders should note that the Philippine Branch Share Registrar will charge Php 1,200.00 for each removal and transfer of Shares, and a fee of Php 100.00 and Php 20.00 for each Share certificate issued (in the case of direct deposit into the PDTC System) and cancelled by it, respectively.

In addition, the Singapore Share Transfer Agent will charge S\$32.10 (inclusive of prevailing 7% Goods & Services Tax) for each removal and transfer of Shares and a fee of S\$2.14 (inclusive of prevailing 7% Goods & Services Tax) for each Share certificate cancelled or issued by it. CDP will charge S\$10.70 (inclusive of prevailing 7% Goods & Services Tax) for any deposit of Shares into CDP per transaction, and a withdrawal fee of S\$10.70 (inclusive of the prevailing 7% Goods & Services Tax) for each withdrawal of 1,000 Shares or less, and a fee of S\$26.75 (inclusive of the prevailing 7% Goods & Services Tax) for each withdrawal of more than 1,000 Shares.