



**DEL MONTE PACIFIC LIMITED**

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

**NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the General Meeting (the "GM") of the shareholders of Del Monte Pacific Limited (the "Company") will be held on Tuesday, 30 August 2016 at 10.40 a.m. (or as soon as thereafter following the conclusion or adjournment of the General Meeting to be held at 10.30 a.m. on the same day and at the same place), at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908, for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions, as Ordinary Resolutions:

All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 8 August 2016, unless the context otherwise requires.

**1. THE PROPOSED ADOPTION OF THE DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016**

**THAT:**

- (a) the share option plan to be known as the "Del Monte Pacific Executive Share Option Plan 2016" ("Plan"), particulars of which are set out in the circular dated 8 August 2016 ("Circular"), under which a Market Price Option and/or a Discount Option ("Options") to subscribe for ordinary shares in the capital of the Company ("Shares") will be granted to selected eligible Participants (including Controlling Shareholders and/or their Associates) be approved;
- (b) the Board of Directors of the Company ("Board") be and is hereby authorised:
  - (i) to establish and administer the Plan;
  - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
  - (iii) to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted by the Company under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (i)]

**(Resolution 1)**

**2. ANY GRANT OF OPTIONS FOR THE SUBSCRIPTION OF SHARES AT A DISCOUNT OF UP TO 20%**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, approval be given for Options to be granted under the Plan for the subscription of Shares at exercise prices which may, at the discretion of the Board upon the Committee's recommendation, be subject to a discount to the market price for the Shares prevailing at the Offer Date of the respective Options (such market price to be determined in accordance with the Rules of the Plan), provided that the maximum discount which may be given shall not exceed 20% of the relevant market price for the Shares applicable to that Option.

**(Resolution 2)**

**3. THE PROPOSED PARTICIPATION OF MR JOSELITO D CAMPOS, JR AND HIS ASSOCIATES IN THE PLAN**

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Joselito D Campos, Jr (who is deemed a Controlling Shareholder of the Company) and his Associates in the Plan be and is hereby approved.

[See Explanatory Note (ii)]

**(Resolution 3)**

By Order of the Board

Antonio E S Ungson  
Company Secretary  
8 August 2016

**Explanatory Notes to Resolutions to be passed:**

- (i) The Ordinary Resolution 1 proposed in item 1 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Plan. The aggregate number of shares which may be issued pursuant to the Plan and any other share scheme/share plan which the Company may have in place shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
- (ii) The Ordinary Resolution 3 proposed in item 3 above, if passed, will enable Mr Joselito D Campos, Jr and his Associates to participate in the Plan. The rationale for the participation of Mr Joselito D Campos, Jr, in the Plan can be found on page 15 of this Circular. For the avoidance of doubt, any proposed grant of Options under the Plan to Mr Joselito D Campos, Jr and his Associates shall be separately approved by Shareholders of the Company at a general meeting of the Company.

**A. Notes for Singapore Shareholders:**

1. A Shareholder entitled to attend and vote at the GM 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.
2. If a Depositor wishes to appoint a proxy/proxies to attend the GM, 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, forty-eight (48) hours before the time of the GM.
3. 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:**

1. Proceedings of the GM in Singapore 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, Metro Manila Philippines.
2. While electronic poll voting is not available to Philippine Shareholders who are unable to attend the GM in Singapore, they will still be able to vote by manual poll voting in Manila. However, Philippine Shareholders who wish to attend the GM in Singapore will be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.
3. Philippine Shareholders who wish to vote but cannot attend either the GM in Singapore or the videoconference in the Philippines may still do so by appointing a proxy to attend the meeting in Singapore or in Manila. He/she must complete the enclosed proxy form and submit the same on or before **28 August 2016 at 10.40 a.m.** to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., at its office at the Securities Services and Corporate Agencies Department, 15th Floor South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City 0726, Philippines for the attention of Ms. Carla B. Salonga.
4. Only Shareholders at record date at the close of business on **26 August 2016** are entitled to attend and vote at the GM.
5. 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.
6. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m.** at the office of the Philippines Stock Transfer Agent.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the GM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the GM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the GM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.