

General Announcement::PROPOSED RIGHTS ISSUE

Issuer & Securities

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| Description (Please provide a detailed description of the event in the box below) | RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE OF SHARES IN SINGAPORE AND THE PHILIPPINES - Please see attached. |
| Attachments | DMPL - Proposed Rights Issue 22Dec 2014_FINAL.pdf Total size =101K |


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DEL MONTE PACIFIC LIMITED

(the "**Company**")

(Incorporated in the British Virgin Islands)

RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE OF SHARES IN SINGAPORE AND THE PHILIPPINES

1. RIGHTS ISSUE

1.1 Terms of the Rights Issue

1.1.1 The Board of Directors of the Company ("**Board**") wishes to announce that the Company is proposing to undertake a renounceable underwritten rights issue in Singapore and a stock rights offering in the Philippines (the "**Singapore Rights Issue**" and the "**Philippines Rights Issue**", collectively the "**Rights Issue**") of up to 641,900,035⁽¹⁾ new ordinary shares or such number to be determined by the Board (the "**Rights Shares**" and each a "**Rights Share**") held by shareholders of the Company (the "**Shareholders**") as at a books closure date⁽²⁾ to be determined (the "**Books Closure Date**").

1.1.2 The Company intends to raise gross proceeds of up to US\$180 million ("**Gross Proceeds**"). The Issue Price will be priced at a discount within the discount range of 20% to 25% to a reference price (the "**Reference Price**"). The Reference Price is the theoretical ex-rights price which will be calculated having regard to the Gross Proceeds to be raised and the volume-weighted average price of an ordinary share of the Company (each a "**Share**" and collectively, the "**Shares**") for trades done on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the Philippine Stock Exchange, Inc. ("**PSE**") on Price Fixing Date (as defined below) for a period of 5 Market Days⁽³⁾ prior to and including the Price Fixing Date.

"**Price Fixing Date**" means the date on which the final regulatory approvals from the SGX-ST, PSE and the Philippines Securities and Exchange Commission ("**SEC**") (as the case may be) are obtained in connection with the Rights Issue. Please see Section 4 for more details of the respective regulatory approvals.

1.1.3 The Rights Shares, when allotted and issued, will rank *pari passu* in all respects with the existing Shares save for any dividends, rights, allotments or other distributions, the record date for which is before the date of issue of the Rights Shares. For this purpose, "**record date**" means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which

Shareholders must be registered in order to participate in such dividends, rights, allotments or other distributions.

- 1.1.4 Excess Rights Shares will be allotted in such manner as the Board may, in its absolute discretion, deem fit in the interests of the Company subject to applicable laws and the Listing Manual. On the allotment of excess Rights Shares, preference will be given to the rounding of odd lots, and substantial Shareholders and Directors will rank last in priority for the rounding of odd lots and allotment of excess Rights Shares.

Notes:

- (1) In determining the number of Rights Shares the Company had, in accordance with its general share issue mandate, taken into account the 5.5 million ordinary shares issued on 30 October 2014 and the 900,000 outstanding options granted pursuant to the Del Monte Pacific Executive Stock Option Plan 1999 (which was approved and amended by Shareholders at general meetings held on 30 July 1999 and 21 February 2002, respectively) (the "**ESOP**" and "**ESOP Options**" respectively). The exercise of the ESOP Options are as at the date of this announcement, above the trading prices of a Share on the SGX-ST and PSE.
- (2) We assume that the Books Closure Date will be the same date in Singapore and in the Philippines.
- (3) "**Market Days**" means days on which both the SGX-ST and the PSE are open for trading.

1.2 Proposed Lead Manager and Underwriters

Shareholders are to note that the Company proposes to appoint DBS Bank Ltd. ("**DBS**") as the lead manager and underwriter for the Singapore Rights Issue. The Company intends to appoint BPI Capital Corporation as the lead manager and underwriter for the Philippines Rights Issue.

Subject to agreement on terms, the Company will enter into a Singapore management and underwriting agreement with DBS ("**Singapore Management and Underwriting Agreement**") and a Philippines management and underwriting agreement with BPI Capital Corporation ("**Philippines Management and Underwriting Agreement**").

1.3 General Share Issue Mandate

- 1.3.1 The Company will be relying on the general share issue mandate (the "**General Mandate**") obtained at the annual general meeting of the company held on 15 April 2014 ("**2014 AGM**"), which authorises the Board to allot and issue new Shares not exceeding 50% of the total number of issued Shares (excluding treasury shares) as at the date of the 2014 AGM, of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company ("**Shareholders**") shall not exceed 20% of the total number of issued Shares (excluding treasury shares).
- 1.3.2 The number of issued Shares (as at the date of the 2014 AGM) was 1,296,600,071 Shares (excluding treasury shares). In relation to a public offering in the Philippines, the Company had on 30 October 2014, issued and allotted 5,500,000 Shares pursuant to the General Mandate. Accordingly, the maximum number of Shares that may be issued on a pro-rata basis pursuant to the General Mandate is 641,900,035 Shares.

2 RATIONALE AND USE OF PROCEEDS OF THE RIGHTS ISSUE

The Company intends to utilise the net proceeds of the Rights Issue to repay the bridging facility of US\$165 million from the Bank of Philippines Islands that the Company had obtained to partially finance the acquisition of the consumer food business which was completed on 19 February 2014. The Rights Issue will allow the Company to deleverage and strengthen its balance sheet.

Pending the deployment of the net proceeds for the purposes mentioned above, the net proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purpose on a short-term basis, as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

The Company will make periodic announcements as to the use of the proceeds from the allotment and issuance of Rights Shares as and when such proceeds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. The Company will also provide a status report on the use of the proceeds raised from the allotment and issuance of the Rights Shares in the Company's interim and full-year financial statements issued under Rule 705 of the Listing Manual and the Company's annual report. Where the proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the announcements and status report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.

3 NUTRIASIA PACIFIC LTD

As at the date of this announcement, NutriAsia Pacific Ltd ("**NPL**") holds an aggregate interest in 869,315,246 Shares. This represents 66.76% of the Existing Share Capital.

NPL has informed the Company that it intends to subscribe for its pro-rata entitlements in the Rights Issue.

4 REGULATORY APPROVALS

4.1 SGX-ST

The Company will make an application to the SGX-ST for listing and quotation of the Rights Shares on the SGX-ST. The Company will make the necessary announcement once the listing and quotation notice has been obtained from the SGX-ST.

4.2 PSE

The Company has filed an application to the PSE for additional listing of the Rights Shares with the PSE. The Company will make the necessary announcement once the notice of listing approval has been obtained from the PSE.

4.3 SEC

The Company has filed an application to the SEC for Confirmation of Exempt Transaction from the SEC that the Philippine Rights Issue is exempt from the

registration requirements of the Securities Regulation Code. The Company will make the necessary announcement once the confirmation has been obtained from the SEC.

- 4.4 Shareholders should note that the Rights Issue is subject to, *inter alia*, the following:
- (a) the approval in-principle of the SGX-ST being obtained and the approval in-principle of the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Main Board of the SGX-ST not having been withdrawn or revoked on or prior to the completion of the Rights Issue;
 - (b) the lodgement of the offer information statement, together with all accompanying documents (if applicable) to be issued by the Company in connection with the Rights Issue with the Monetary Authority of Singapore;
 - (c) the entry into and execution of the Singapore Management and Underwriting Agreement and Philippines Management and Underwriting Agreement on terms to be agreed by the Company and the Lead Managers and Underwriters;
 - (d) the issuance by the SEC of the Confirmation of Exempt Transaction; and
 - (e) the approval by the PSE of the additional listing application of the Company.

5 INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for the disclosure of the Directors' and substantial Shareholders' shareholding interest as per the Company's registers of Directors interests and the registers of substantial Shareholders' interest as set out in the table below, none of the Directors nor (in so far as the Directors are aware) any substantial Shareholder of the Company or their respective associates has any interest, whether direct or indirect, in the Rights Issue.

| Directors | Direct Interest | | Deemed Interest | | Total Interest | |
|---------------------------|------------------|-------|----------------------------|-------|------------------|-------|
| | Number of Shares | % | Number of Shares | % | Number of Shares | % |
| Mr Benedict Kwek Gim Song | Nil | Nil | Nil | Nil | Nil | Nil |
| Mr Edgardo M Cruz, Jr | 2,362,900 | 0.182 | Nil | Nil | 2,362,900 | 0.182 |
| Dr Emil Q Javier | 358,240 | 0.027 | Nil | Nil | 358,240 | 0.027 |
| Mr Godfrey E Scotchbrook | Nil | Nil | Nil | Nil | Nil | Nil |
| Mr Joselito D Campos, Jr | 5,104,800 | 0.39 | 869,315,246 ⁽²⁾ | 66.76 | 874,420,046 | 67.15 |

| Directors | Direct Interest | | Deemed Interest | | Total Interest | |
|---|----------------------------|-------|-------------------------------|-------|----------------|-------|
| | | | | | | |
| Mr Patrick L Go | Nil | Nil | Nil | Nil | Nil | Nil |
| Mr Rolando C Gapud | 980,000 | 0.075 | Nil | Nil | 980,000 | 0.075 |
| Substantial Shareholders | | | | | | |
| NutriAsia Pacific Ltd | 869,315,246 ⁽³⁾ | 66.76 | Nil | Nil | 869,315,246 | 66.76 |
| NutriAsia Holdings Limited | Nil | Nil | 869,315,246 ⁽³⁾ | 66.76 | 869,315,246 | 66.76 |
| NutriAsia Inc | Nil | Nil | 869,315,246 ⁽³⁾ | 66.76 | 869,315,246 | 66.76 |
| Well Grounded Limited | Nil | Nil | 869,315,246 ⁽⁴⁾ | 66.76 | 869,315,246 | 66.76 |
| Golden Chamber Investment Limited | Nil | Nil | 869,315,246 ⁽⁴⁾ | 66.76 | 869,315,246 | 66.76 |
| Star Orchid Limited | Nil | Nil | 869,315,246 ⁽⁴⁾ | 66.76 | 869,315,246 | 66.76 |
| HSBC Trustee (Hong Kong) Limited | Nil | Nil | 869,315,246 ⁽⁵⁾ | 66.76 | 869,315,246 | 66.76 |
| HSBC International Trustee Limited | Nil | Nil | 869,315,246 ⁽⁵⁾ | 66.76 | 869,315,246 | 66.76 |
| HSBC Private Banking Holdings (Suisse) SA | Nil | Nil | 869,315,246 ⁽⁵⁾ | 66.76 | 869,315,246 | 66.76 |
| HSBC Finance (Netherlands) | Nil | Nil | 869,315,246 ⁽⁵⁾ | 66.76 | 869,315,246 | 66.76 |
| HSBC Holdings Plc | Nil | Nil | 869,315,246 ⁽⁵⁾ | 66.76 | 869,315,246 | 66.76 |
| Mr Joselito D Campos, Jr | 5,104,800 | 0.39 | 869,315,246 ⁽⁵⁾ | 66.76 | 874,420,046 | 67.15 |
| Lee Foundation | Nil | Nil | 100,422,000 ⁽⁶⁾⁽⁹⁾ | 7.71 | 100,422,000 | 7.71 |

| Directors | Direct Interest | | Deemed Interest | | Total Interest | |
|-------------------------------------|-----------------|------|-------------------------------|------|----------------|------|
| | | | | | | |
| Lee Foundation, States of Malaya | Nil | Nil | 100,422,000 ⁽⁷⁾⁽⁹⁾ | 7.71 | 100,422,000 | 7.71 |
| Lee Pineapple Company (Pte) Limited | 100,422,000 | 7.71 | 6,432,000 ⁽⁸⁾⁽⁹⁾ | 0.49 | 106,854,000 | 8.21 |

Notes:

(1) The percentage of issued capital is calculated based on 1,302,100,071 issued Shares (excluding 900,420 treasury shares).

(2) NutriAsia Pacific Limited ("NPL") is a substantial and controlling shareholder of the Company, holding 869,315,246 shares in the Company. Mr Joselito D Campos, Jr ("JDC") being an associate of NPL is deemed to be interested in the shares held by NPL.

(3) NI owns 57.8% of NHL, which in turn owns 100% of NPL. NI is therefore deemed to be interested in the shares held by NPL.

(4) NPL holds 869,315,246 shares in the Company. NPL is wholly owned by NutriAsia Holdings Ltd ("NHL"). NHL is therefore deemed interested in the shares held by NPL.

NHL is in turn majority owned by NutriAsia Inc. ("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 Golden Chamber Investment Limited ("GCIL") (65.4%) and WGL is in turn wholly owned by Star Orchid Limited ("SOL"). GCIL and SOL are therefore deemed interested in the shares held by NPL.

(5) GCIL and SOL are wholly owned by two separate trusts (Twin Palms Pacific Trust and the Star Orchid Trust respectively) for which HSBC Trustee (Hong Kong) Limited acts as trustee ("HKL"). HKL is therefore deemed interested in the shares of the listed company held by NPL. The beneficiaries of the Star Orchid Trust are beneficially owned by the Campos family.

HKL is in turn, wholly owned by HSBC International Trustee Limited. HSBC International Trustee Limited is therefore deemed interested in the shares held by NPL.

HSBC International Trustee Limited is wholly owned by HSBC Private Banking Holdings (Suisse) SA. HSBC Private Banking Holdings (Suisse) SA is therefore deemed interested in the shares held by NPL.

HSBC International Trustee Limited is the trustee of the Twin Palms Pacific Trust, the beneficiaries of which are JDC and his children. HSBC Holdings Plc, HSBC International Trustee Limited, HKL and GCIL are therefore deemed to be interested in the shares held by NPL.

HSBC Private Banking Holdings (Suisse) SA is in turn, wholly owned by HSBC Finance (Netherlands). HSBC Finance (Netherlands) is therefore deemed interested in the shares held by NPL.

(6) 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.

(7) Lee Foundation, States of Malaya, 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.

(8) Lee Pineapple Company (Pte) Limited is deemed interested in the 6,432,000 shares held by its wholly-owned subsidiary, Pineapples of Malaya Private Limited.

(9) Due to the completion of the bonus issue by the Company announced on 18 April 2013, the 83,685,000 shares held by Lee Pineapple Company (Pte) Limited has increased to 100,422,000 shares and similarly, Lee Pineapple Company (Pte) Limited's deemed interest in the 5,360,000 shares held by its wholly-owned subsidiary, Pineapples of Malaya Private Limited has increased to 6,432,000 shares.

6 WAIVER GRANTED BY THE SGX-ST

6.1 The Company had applied to the SGX-ST to waive compliance of Rule 814(1)(a) of the Listing Manual. The Board is pleased to announce that the SGX-ST has granted the said waiver.

6.2 The waiver is subjected to:

- (a) The Company announcing the waiver granted, the reasons for seeking the waiver and the conditions as required under Listing Rule 107; and
- (b) Submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company.

6.3 The reasons for seeking the waiver are as follows:

- (1) the Company wishes to obtain the necessary approvals in Singapore and Philippines prior to the signing of the underwriting agreement so as to minimise the underwriting risk exposure period;
- (2) the Company is not in a position to fix the rights price at the time of this announcement as this has to be agreed between the proposed lead managers and underwriters for the Singapore Rights Issue and Philippines Rights Issue and the Company at the time when the Singapore Management and Underwriting Agreement and the Philippines Management and Underwriting Agreement are signed;
- (3) one of the regulatory applications in the Philippines requires inclusion of the formula to determine the rights price;
- (4) the Company is required in the Philippines to announce that it intends to undertake a rights issue at the time the applications are made;
- (5) in addition, the contents of the applications in the Philippines are not confidential; and
- (6) the Company is launching a preference shares offering prior to the fixing of the rights price and the Company has to provide more flexibility in the announced rights terms to cater for the unknown impact that may arise as a result of the preference shares offering.

7 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 Rights Issue, 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 the 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 the 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.

8 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 Rights Issue.

In the meantime, the Board wishes to advise Shareholders to exercise caution in their dealings in Shares 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

Tan San-Ju
Company Secretary
22 December 2014

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The value of Shares and the income derived from them may fall as well as rise. Shares are not obligations of, deposits in, or guaranteed by, the Company or any of its affiliates. An investment in Shares is subject to investment risks, including the possible loss of the principal amount invested.

The past performance of the Company is not necessarily indicative of the future performance of Company.

This announcement may contain forward-looking statements that involve risks and uncertainties. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Company's current view of future events.