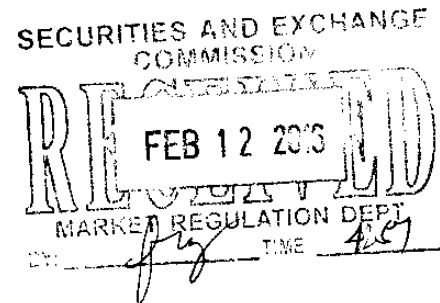




Del Monte Pacific Limited

12 February 2016

Securities and Exchange Commission
6th Floor, SEC Building,
EDSA, Mandaluyong City



Attention: **Mr. Vicente Graciano P. Felizmenio, Jr.**
Director, Market Securities and Regulation Department

Re: **Changes on the Interim Report Ended 31 October 2015**

Dear Dir. Felizmenio:

We submit herewith Del Monte Pacific Limited's (the "**Company**") Definitive Information Statement, together with the updated interim report of the Company for the six months ended 31 October 2015.

The minor changes effected on the financials and notes disclosures, which do not materially affect the financial results and position of the Company, are as follows:

1. Consolidated Statements of Comprehensive Income – Showed the tax impact of other comprehensive income for the six months ended 31 October 2015 and six months ended 31 October 2014 (page FS2);
2. Note 14: Accounting classification and fair values – Changed the values of financial liability and trade and other payables for the six months ended 31 October 2015, and separately showed the prepaid and other current assets for the fiscal year ended 30 April 2015 (page FS19); and
3. Note 15: Determination of fair values – Added the fair value of agricultural produce harvested for the six months ended 31 October 2015 and fiscal year ended 30 April 2015 (page FS20).

Thank you.

Very truly yours,

DEL MONTE PACIFIC LIMITED

By:


PARAG SACHDEVA
Chief Financial Officer

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Antonio E.S. Ungson

+632 856 2888

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STAMPS

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NOTICE OF GENERAL MEETING

DEL MONTE PACIFIC LIMITED

(incorporated in the British Virgin Islands with limited liability on 27 May 1999)
(the "Company")

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting ("GM") of the Company will be held at Banquet Suite, 10F of M Hotel, 81 Anson Road, Singapore 079908, on Tuesday, 8 March 2016 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below.

Terms used in this Notice of GM which are not defined herein shall have the same meanings ascribed to them in the Circular dated 15 February 2016 to Shareholders (the "Circular").

RESOLUTION:

AS AN ORDINARY RESOLUTION

THE PROPOSED SPECIFIC PREFERENCE SHARE ISSUE MANDATE

THAT:-

Pursuant to Article 15 of the Company's Articles of Association, authority be and is hereby given to the Board as follows:

- (a) approval be and is hereby given for the Proposed Specific Preference Share Issue Mandate including, without limitation, for the Board to issue Preference Shares referred to in the Memorandum and Articles in one or more series pursuant to the Proposed Specific Preference Share Issue Mandate and whether by way of rights, bonus or otherwise;
- (b) the Proposed Specific Preference Share Issue Mandate be for such amount up to the authorised number of Preference Shares by resolution of directors, at such time, in such amounts, on such terms and conditions, to such persons and for such consideration as may be determined by resolution of directors from time to time without any further approval of the members including, without limitation, any approval of the members that would be required pursuant to Article 15; provided that the issue of any Preference Shares shall be subject to such limitation thereof as may be prescribed by the Designated Stock Exchange;
- (c) to make or grant offers, agreements or options that might or would require Preference Shares referred to in sub-paragraph (a) above to be issued, not being Ordinary Shares to which any authority for a general share issue mandate previously granted by the members in general meeting relates at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Preference Shares referred to in sub-paragraph (a) above in pursuance of any offers, agreements or options made or granted by the Directors while this Resolution was in force, and (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until it is varied or revoked by the Company in a general meeting; and/or
- (d) the Directors be and are hereby authorised to prepare, finalise, approve and execute (or delegate the execution of) any instruments, filings, notices, announcements, agreements and other documents and do all acts and things which they may in their absolute discretion consider necessary desirable or expedient for the purposes of or in connection with the Proposed Specific Preference Share Issue Mandate and/or to give effect to this resolution.

By Order of the Board
Antonio E S Ungson
Company Secretary
15 February 2016

NOTICE OF GENERAL MEETING

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 Philippine Shareholders:

1. Proceedings of the GM in Singapore will be made available to Philippine 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 Philippines 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. Philippines 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 7 March 2016 at 10.00 a.m. to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., at its office address 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. Adora A. Yanga, Vice-President.
4. Only Shareholders at record date at the close of business on 4 March 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 7 March 2016 at the office of the Philippine 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.

DEL MONTE PACIFIC LIMITED

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

PROXY FORM

The undersigned, being a shareholder of DEL MONTE PACIFIC LIMITED (the "Company"), whose name is in the Register of Members as at 4 March 2016 ("Record/Cut Off Date") hereby constitutes and appoints:

Name	Passport No./ Gov't ID (with Date of Expiry)	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	Passport No./ Gov't ID (with Date of Expiry)	Proportion of Shareholdings	
		No. of Shares	%
Address			

or in their incapacity or absence, the Chairman of the meeting, as proxy, to represent, act and vote in his/her name and stead at the General Meeting of the Company to be held at Banquet Suite, 10F of M Hotel, 81 Anson Road, Singapore 079908 on **Tuesday, 8 March 2016**, at 10.00 a.m., as fully and to all intents and purposes as the undersigned might do if present and acting in person.

(Please indicate your vote "For" or "Against" or "Abstain" with a tick [✓] within the box provided.)

No.	Ordinary Resolution relating to:	For	Against	Abstain
1	Proposed Specific Preference Share Issue Mandate (as defined in the Circular dated 15 February 2016 issued by the Company to its shareholders)			

Printed Name of Shareholder

Signature of Shareholder

Number of Shares Held

Date/Place

NOTES:

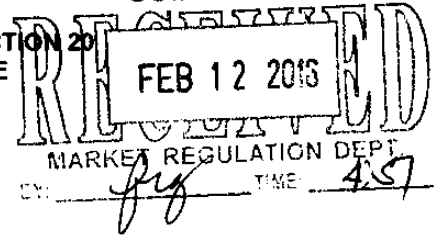
1. This Proxy Form should be duly completed, submitted to, and received by, the Company's Philippine Stock Transfer Agent on or before **7 March 2016 at 10.00 a.m.**, at its office address at the Securities Services and Corporate Agencies Dept., 15F South Tower, BDO Corporate Centre, 7899 Makati Avenue, Makati City, 0726 Philippines, for the attention of Ms. Adora A. Yanga, Vice-President.
2. Validation of proxies shall be held on **7 March 2016** at the office of the Philippine Stock Transfer Agent.
3. This proxy, when properly executed, will be voted in the manner as directed herein by the shareholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement and/or as recommended by management or the board of directors.
4. A shareholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the shareholder attends the meeting in person and expresses his/her intention to vote in person.
5. The Company shall be entitled to reject any proxy form which is incomplete, improperly completed or illegible, or where the true intentions of the shareholder are not ascertainable from the instructions of the shareholder specified on any proxy form. It is the shareholder's responsibility to ensure that this proxy form is properly completed.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-15

SECURITIES AND EXCHANGE
COMMISSION

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:

- ☐ Preliminary Information Statement
☒ Definitive Information Statement

2. Name of Registrant as specified in its charter: Del Monte Pacific Limited

3. British Virgin Islands
Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number: N/A

5. BIR Tax Identification Code: N/A

6. Craigmuir Chambers, PO Box 71 Road Town, Tortola, British Virgin Islands
Address of principal office Postal Code

7. Registrant's telephone number, including area code: +65 6324 6822

8. Date, time and place of the meetings of security holders:

General Meeting	
Date:	8 March 2016
Time:	10:00 A.M.
Place:	Banquet Suite, 10F of M Hotel 81 Anson Road, Singapore 079908

9. Approximate date on which the Information Statement is first to be sent or given to security holders: 15 February 2016

10. In case of Proxy Solicitations: N/A
Name of Person Filing the Statement/Solicitor:
Address and Telephone No.:

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
<u>Ordinary Shares</u>	<u>1,943,214,106</u>

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

<u>Singapore Exchange Securities Trading Limited</u>	<u>Ordinary Shares</u>
<u>The Philippine Stock Exchange, Inc.</u>	<u>Ordinary Shares</u>

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

1. Date, Time and Place of Meeting of Security Holders.

- a. The General Meeting ("GM") of the shareholders of Del Monte Pacific Limited (the "Company") will be held on 8 March 2016 at 10.00 A.M, in Banquet Suite, 10F of M Hotel, 81 Anson Road, Singapore 079908.

The mailing address of the Company in Singapore is at c/o 17 Bukit Pasoh Rd, Singapore 089831, while its mailing address in the Philippines is at c/o 10th Floor, JY Campos Centre, 9th Avenue corner 30th Street, Bonifacio Global City, Taguig City, 1634 Philippines.

- b. The approximate date on which copies of the Information Statement shall be first sent and given to the shareholders shall be on 15 February 2016.

2. Dissenters' Right of Appraisal

Not applicable.

3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- a. None of the Directors or officers of the Company, or any nominee to the Board, or any association of the foregoing persons have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon during the GM.
- b. None of the Directors have informed the Company in writing that he or she intends to oppose any matter to be acted upon at the GM.
- c. No cumulative voting rights are available.

B. CONTROL AND COMPENSATION INFORMATION

4. Voting Securities and Principal Holders Thereof

- a. The Company has a total of 1,943,214,106 outstanding ordinary shares as of the date of this Information Statement. Every shareholder shall be entitled to one vote for each share of stock held as of the established record date.

As of 31 December 2015, 95.86% of the total outstanding shares or 1,862,692,986 ordinary shares of the Company are foreign-owned shares.

- b. All shareholders as of 4 March 2016 are entitled to attend and vote at the GM.

In determining the date of stockholders entitled to attend and vote, the Company takes into account the definition of "record date" under the 2015 SRC Rules, Article 71(1)(b) and (d) of the Company's Articles of Association (the "Articles") and the practice in Singapore of fixing it based on the "72-hour rule" under the Securities and Futures Act of Singapore ("SFA").

2015 SRC Rule 20.2.1.5 defines "record date" as the date on which the holders of securities *entitled to vote* at the meeting, in person or by written consent or authorization, shall be determined.

As a rule, every member is entitled to attend and vote at a general meeting of the Company. However, if a member appoints a proxy, Article 71(1)(b) states that the "Depository shall be deemed to have appointed as the Depository's proxies to vote on behalf of the Depository at

a general meeting of the Company each of the Depositors who are individuals and whose names are shown on the records of the Depository as at a time not earlier than 48 hours prior to the time of the relevant general meeting." Article 71(1)(d) further provides that "the Company shall reject any CDP proxy form of a nominating depositor if his name is not shown in the records of the Depository as at a time not earlier than 48 hours prior to the time of the general meeting."

In Singapore, where the Company is primarily listed and 75% of the Company's total outstanding shares are currently lodged, it is an established practice recognized by the SGX-ST for listed companies to have a cut-off date at least 72 hours prior to the date of general meeting in ascertaining the stockholders who are afforded the right to *attend and vote*. This is based on Section 81SJ(4) of the SFA which provides that "a depositor shall not be regarded as a member of a company entitled to attend any general meeting of the company, and to speak and vote thereat, unless his name appears on the Depository Register 48 hours before the general meeting".¹ This, together with 2015 SRC Rule 20.2.1.5, is what the Company has been following in disclosing the Company's "record date", and not the cut-off date for determining the stockholders *entitled to notice*.

c. Security Ownership of Certain Record and Beneficial Owners and Management

1. Security Ownership of Certain Record and Beneficial Owners

The table below sets forth the security ownership of certain record and beneficial owners of more than 5% of the Company's voting securities as of 31 December 2015.

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Common Shares Held	% of Total Outstanding Shares
Ordinary Shares	NutriAsia Pacific Limited ("NAPL") Trident Chambers Road Town, Tortola, British Virgin Islands Stockholder	NAPL is the beneficial and record owner of the shares indicated.*	British Virgin Islands	1,155,030,190 ordinary shares	59.44%
Ordinary Shares	HSBC (Singapore) Nom's Pte Ltd. ("HSBC") 21 Collyer Quay #13-01 HSBC Building Singapore 049320 Stockholder	Bluebell Group Holdings Limited ("Bluebell") is the beneficial owner of the shares indicated.* The shares are held in nominee by HSBC.	British Virgin Islands	148,226,771 ordinary shares	7.63%
Ordinary Shares	Lee Pineapple Company Pte. Ltd. ("Lee") 65 Chulia St, #44-01 OCBC Centre Singapore 049513 Stockholder	Lee is the beneficial and record owner of the shares indicated.	Singapore	100,422,000 ordinary shares	5.17%

Notes:

* NAPL and Bluebell are beneficially owned by Mr Joselito D Campos, Jr and the Campos family of the Philippines.

** Lee is beneficially owned by the Lee Family of Malaysia.

¹ Section 81 SJ(4) of the Securities and Futures Act was amended on 3 January 2016 which now provides for a 72-hour period.

2. Security Ownership of Management

The table below sets forth the security ownership of the Company's directors, executive officers and nominees as of 31 December 2015.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
Ordinary	Joselito D. Campos, Jr.	7,621,466	Direct	Filipino	0.39%
Ordinary	Rolando C. Gapud	2,063,140	Direct	Filipino	0.11%
Ordinary	Edgardo M. Cruz, Jr.	2,881,635	Direct	Filipino	0.15%
Ordinary	Dr. Emil Q. Javier	534,851	Direct	Filipino	0.03%
Ordinary	Luis F. Alejandro	3,681,000	Direct	Filipino	0.19%
Ordinary	Ignacio C. O. Sison	1,079,736	Direct	Filipino	0.06%
Ordinary	Antonio E. S. Ungson	597,864	Direct	Filipino	0.03%
Ordinary	Ma. Bella B. Javier	392,359	Direct	Filipino	0.02%
Total Security Ownership		18,852,051			0.98%

d. Voting Trust Holders of 5% or More

There are no persons holding more than 5% of a class of shares of the Company under a voting trust or similar agreement as of the date of this Information Statement.

e. Changes in Control

There are no arrangements which may result in a change in control of the Company as of the date of this Information Statement.

5. Directors and Executive Officers

There are no actions to be taken with respect to the election of directors.

6. Compensation of Directors and Executive Officers

There are no actions to be taken at the GM with respect to the election of directors; any bonus or other compensation plan, contract management in which any director or executive officer of the Company will participate; any pension or retirement plan; or the granting or extension of any option, warrant or right to purchase any shares, other than warrants or rights issued to stockholders as such, on a pro rata basis.

7. Independent Public Accountants

There are no actions to be taken during the GM with respect to an election, approval or ratification of the Group's external auditor.

8. Compensation Plans

There are no actions to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed during the GM.

C. ISSUANCE AND EXCHANGE OF SECURITIES

9. Authorization or Issuance of Securities Other than for Exchange

a. Title and Amount of Securities to be Authorized

At the GM, the following matter shall be submitted for shareholders' approval:

Authority to Issue Shares

That pursuant to Article 15 of the Company's Articles, authority be and is hereby given to the Board as follows:

- (a) approval be and is hereby given for the Proposed Specific Preference Share Issue Mandate, including, without limitation, for the Board to issue Preference Shares referred to in the Memorandum of Association (the "Memorandum") and Articles in one or more series pursuant to the Proposed Specific Preference Share Issue Mandate and whether by way of rights, bonus or otherwise;
- (b) the Proposed Specific Preference Share Issue Mandate be for such amount up to the authorised number of Preference Shares by resolution of directors, at such time, in such amounts, on such terms and conditions, to such persons and for such consideration as may be determined by resolution of directors from time to time without any further approval of the members including, without limitation, any approval of the members that would be required pursuant to Article 15; provided that the issue of any Preference Shares shall be subject to such limitation thereof as may be prescribed by the Designated Stock Exchange;
- (c) to make or grant offers, agreements or options that might or would require Preference Shares referred to in sub-paragraph (a) above to be issued, not being Ordinary Shares to which any authority for a general share issue mandate previously granted by the members in general meeting relates at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Preference Shares referred to in sub-paragraph (a) above in pursuance of any offers, agreements or options made or granted by the Directors while this Resolution was in force, and (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until it is varied or revoked by the Company in a general meeting; and/or
- (d) the Directors be and are hereby authorised to prepare, finalise, approve and execute (or delegate the execution of) any instruments, filings, notices, announcements, agreements and other documents and do all acts and things which they may in their absolute discretion consider necessary desirable or expedient for the purposes of or in connection with the Proposed Specific Preference Share Issue Mandate and/or to give effect to this resolution.

The Circular that discusses in detail the proposed adoption of the specific preference share issue mandate is incorporated herein by reference and attached as **Annex "A"**.

b. Description of the Company's Securities

At present, the Company has an authorized capital of U.S.\$630,000,000.00 consisting of 3,000,000,000 Ordinary Shares with a par value of U.S.\$0.01 each, and 600,000,000 Preference Shares with a par value of U.S.\$1.00 each, which may be issued in one or more series.

Out of the authorized capital stock, 1,943,214,106 Ordinary Shares are issued and outstanding, which excludes 1,721,720 Ordinary Shares that are held by the Company as treasury shares. The total issued Ordinary Shares are 1,944,935,826 Ordinary Shares, including treasury shares.

Article 15(2)(b) of the Articles provides that the aggregate number of shares (which includes Preference Shares) to be issued under the proposed Preference Share Issue Mandate cannot exceed 50% of the issued share capital of the Company for the time being, of which the aggregate number of Preference Shares to be issued other than on a pro rata basis to members of the Company cannot exceed 20% of the issued share capital for the time being.

c. Summary of the Preference Shares

The following is a summary of the principal terms and conditions of the Preference Shares that may be issued pursuant to the Proposed Specific Preference Share Issue Mandate:

Preference Shares	
Issue in One or More Series	: The Preference Shares may be issued in one or more series, as may be determined by the Board by one or more resolutions of directors.
Issue Price	: The issue price of each Preference Share shall be an amount to be prescribed by the Board prior to issuance.
Preference Dividend	: The right to a fixed cumulative preferential dividend at such rate to be prescribed by the Board in a resolution of directors prior to the initial allotment and issue of any series of the Preference Shares (the "Preference Dividend"), but to no further or other dividend.
Ranking	: The Preference Shares shall rank as regards participation in profits in priority to the Ordinary Shares and <i>pari passu</i> with all other shares in the capital of the Company to the extent that they are expressed to rank <i>pari passu</i> therewith.
Dividends Payment	: Subject to the limitations and qualifications described in the Articles, Preference Dividends will be payable on payment dates to be prescribed by the Board prior to issuance of the Preference Shares.
Redemption Rights	: The Preference Shares are perpetual securities with no maturity date and may be redeemable at the option of the Company if prescribed by the Board in a resolution of directors prior to the initial allotment and issue of any Preference Shares.
Voting Rights	: <p>The holders of Preference Shares, subject to the limitations and qualifications described in the Articles, shall have the right to receive notice of any meeting of the members of the Company and all reports and balance sheets of the Company that are available to the holders of the Ordinary Shares.</p> <p>If, a general meeting of the Company is convened for the purpose of:</p> <ul style="list-style-type: none"> (i) reducing the Company's authorised or issued share capital; (ii) winding up the Company; (iii) sanctioning a sale of the whole or substantially the whole of the business or undertaking of the Company; or (iv) where the proposal to be submitted to the general meeting directly affects their rights and privileges of holders of the Preference Shares, <p>the holders of Preference Shares shall have the right to attend, speak and to vote at such general meetings of the Company.</p> <p>Further, the holders of Preference Shares shall have the right to attend, speak and to vote at any general meeting of the Company convened when the Preference Dividend that has been duly declared by the Board has not been paid in full when due and payable and remains unpaid for six months.</p>
Liquidation Preference	: The Preference Shares will enjoy a preferential right over the Ordinary Shares to receive a return of their original issue price and any accrued but unpaid dividends upon any liquidation of the Company, <i>pari passu</i> with all other shares in the capital of the Company to the extent that they are expressed to rank <i>pari passu</i> therewith but shall not otherwise participate in any

		distribution of the residual assets of the Company.
Governing Law	:	The laws of the British Virgin Islands.

There are no provisions in the Company's Articles or Memorandum that would delay, defer or prevent a change in control of the Company.

d. **Description of Transaction in which the Preference Shares are to be Authorized to be Issued**

The Company is seeking a specific shareholders' mandate for the Proposed Specific Preference Share Issue Mandate to refinance the acquisition of the DMFI Consumer Food Business, which was completed by the Company in February 2014. The mandate shall be given to the Directors to issue new Preference Shares and/or to make or grant offers, agreements or options that might or would require such Preference Shares to be issued to fund the repayment of debt financing obtained for the said acquisition² as the Directors may deem fit.

For details on the background and rationale for the Proposed Specific Preference Share Issue Mandate, please refer to the Circular attached.

10. Modification or Exchange of Securities

There are no actions to be taken with respect to the modification or exchange of the Company's securities.

11. Financial and Other Information

The Management Report discussing the operational, financial and other information of the Company is attached herein as **Annex "B"**.

The consolidated unaudited interim financials of the Group for the six months ended 31 October 2015 is attached herein as **Annex "C"**.

12. Mergers, Consolidations, Acquisitions and Similar Matters

There are no actions to be taken in relation to any merger, acquisition or business combination.

13. Acquisitions and Investments

There are no matters to be taken with respect to any merger, consolidation, acquisition of any property.

14. Restatement of Accounts

There are no actions to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

D. OTHER MATTERS

15. Action with Respect to Reports and Other Items

There are no actions to be taken at the GM with respect to any reports or other items, other than the ones stated in the Notice of GM.

² A loan facility in the amount of US\$350,000,000 was obtained on 14 January 2014 by the Company from BDO Unibank, Inc, a leading Philippines bank which, as amended, has a tenor of about three years and bears interest at the rate of 3.5% per annum plus LIBOR for a period comparable to the interest period (three months or any other period agreed between the Company and BDO Unibank, Inc as agent) and which in no case shall be below zero.

16. Matters Not Required to be Submitted

There are no actions to be taken at the GM with respect to any matter which is not required to be submitted to a vote of security holders.

17. Amendment of Charter, Bylaws or Other Documents

There are no actions to be taken at the GM with respect to any amendment of the Company's Memorandum and Articles.

18. Other Proposed Action

There are no other actions to be taken except matters of incidence that may properly arise at the GM.

19. Voting Procedures

a) As to vote required:

For "Ordinary Resolutions", a simple majority of votes of the shares which were present at the meeting and entitled to vote thereon and were voted on, and not abstained.

b) As to method: The voting at the GM in Singapore will be carried out via electronic poll voting. Philippine shareholders who are unable to attend the meeting in Singapore, but can attend the videoconference in Manila, will still be able to vote by manual voting.

c) The Company had appointed independent scrutineers, Drewcorp Services Pte Ltd and Ortega Bacorro Odulio Calma & Carbonell Law Office, to validate the votes. The scrutineers will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the AGM or GM of the stockholders, in the presence of the Company's external auditor.


SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Taguig, on 10 February 2016.

Del Monte Pacific Limited

.....
Issuer

By:


.....
Antonio Eugenio S. Ungson
Chief Legal Counsel and Chief Compliance Officer
and Company Secretary



CIRCULAR DATED 15 FEBRUARY 2016

ANNEX "A"

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN DOUBT AS TO THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

Unless otherwise stated, the capitalised terms on this cover are defined in this Circular under the section titled **"Definitions"**.

If you have sold or transferred all your Shares in the capital of Del Monte Pacific Limited ("**Company**") held through The Central Depository (Pte) Limited ("**CDP**") or the Philippine Depository & Trust Corporation ("**PDTC**"), you need not forward this circular with the Notice of GM and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP or PDTC for a separate circular with the Notice of GM and the attached Proxy Form to be sent to the purchaser or transferee.

If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should forward this Circular, the Notice of GM and the attached Proxy Form immediately to the purchaser or transferee or to the stockbroker, bank or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited ("**SGX-ST**") nor the Philippine Stock Exchange, Inc. ("**PSE**") assumes no responsibility for the correctness of any statements made, reports contained or opinions expressed in this Circular.



DEL MONTE PACIFIC LIMITED

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

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED SPECIFIC PREFERENCE SHARE ISSUE MANDATE

IMPORTANT DATES AND TIMES

Last Date and Time for Lodgement of Proxy Form : 6 March 2016 at 10.00 a.m.

Date and Time of General Meeting : 8 March 2016 at 10.00 a.m.

Place of General Meeting : Banquet Suite, 10F of M Hotel, 81 Anson Road, Singapore 079908



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DEFINITIONS

In this Circular, unless the context otherwise requires, the following terms or expressions shall have the following meanings:

"2014 GM"	:	Has the meaning ascribed to it in Section 2 of this Circular
"Act" or "Companies Act"	:	The Companies Act (Cap. 50) of Singapore, as may be amended, varied or supplemented from time to time
"Acquiror"	:	Del Monte Foods, Inc, a corporation organised under the laws of Delaware, U.S.A., a subsidiary of the Group
"Acquisition"	:	The acquisition by the Group of the Consumer Food Business from Del Monte Corporation in accordance with the terms and conditions of the Purchase Agreement
"Acquisition Circular"	:	The circular to Shareholders dated 27 January 2014 on the acquisition
"Articles"	:	The articles of association of the Company as amended on 15 April 2014 pursuant to the 2014 GM
"BDO Loan Facility"	:	The loan facility in the amount of US\$350,000,000 obtained on 14 January 2014 by the Company from BDO Unibank, Inc, a leading Philippines bank which, as amended, has a tenor of about three years and bears interest at the rate of 3.5% per annum plus LIBOR for a period comparable to the interest period (three months or any other period agreed between the Company and BDO Unibank, Inc as agent) and which in no case shall be below zero
"Board" or "Board of Directors"	:	The board of directors of the Company as at the date of this Circular
"CDP"	:	The Central Depository (Pte) Limited or its nominee(s) as the case may be
"Circular"	:	This circular to Shareholders dated 15 February 2016
"Company"	:	Del Monte Pacific Limited, the shares of which are listed on the Main Board of the SGX-ST and The Philippine Stock Exchange, Inc.
"Consideration"	:	Has the meaning ascribed to it in Section 2 of this Circular
"Consumer Food Business"	:	Has the meaning ascribed to it in Section 2 of this Circular
"Del Monte Corporation" or "Vendor"	:	Del Monte Corporation, a corporation organised under the laws of Delaware, U.S.A.
"Depositor"	:	An account holder or a depository agent but does not include a sub-account holder
"Depository Agent"	:	An entity registered as a depository agent with CDP or PDTC for the purpose of maintaining securities sub-accounts for its own account and for the account of others



DEFINITIONS

"Depository Register"	: A register maintained by the CDP or PDTC in respect of the Shares
"Designated Stock Exchange"	: The SGX-ST and such other stock exchange for so long as the Ordinary Shares or Preference Shares of the Company are listed or quoted on such stock exchanges or the SGX-ST
"Directors"	: The directors of the Company as at the date of this Circular
"FY2015"	: Financial year ended 30 April 2015
"GM" or "General Meeting"	: The general meeting of the Company, notice of which is set out on pages 13 to 14 of this Circular
"Group"	: The Company and its subsidiaries
"Latest Practicable Date"	: 3 February 2016, being the latest practicable date prior to the printing of this Circular
"Listing Manual"	: The Listing Manual of the SGX-ST, as may be amended, varied or supplemented from time to time
"Memorandum"	: The memorandum of association of the Company as amended on 15 April 2014 pursuant to the 2014 GM
"Notice of GM"	: The notice of GM as set out on pages 13 to 14 of this Circular
"Ordinary Resolution"	The ordinary resolution as set out in the Notice of GM on page 13 of this Circular
"Ordinary Shares"	The ordinary shares of US\$0.01 par value each in the share capital of the Company
"PDTC"	: The Philippine Depository & Trust Corporation
"Preference Shares"	: The non-convertible non-voting perpetual preference shares of US\$1.00 par value each in the capital of the Company, the basic terms of which are set out in Section 4 of this Circular
"Previous Mandate"	: Has the meaning ascribed to it in Section 2 of this Circular
"Proposed Specific Preference Share Issue Mandate"	: The proposed Preference Share issue mandate to enable the Company to issue Preference Shares to fund the repayment of any or several debt financing (including the full repayment of the BDO Loan Facility) obtained by the Company for the Acquisition
"Proxy Form"	: The enclosed proxy form in respect of the GM
"PSE"	: The Philippine Stock Exchange, Inc.
"Purchase Agreement"	: The purchase agreement entered into between the Acquiror, the Company and the Vendor on 10 October 2013*

* 9 October 2013, U.S. EST



DEFINITIONS

"Securities Account"	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
"SFA"	:	The Securities and Futures Act (Cap. 289) of Singapore as may be amended, varied or supplemented from time to time
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Share Transfer Agent"		Boardroom Corporate & Advisory Services Pte Ltd
"Shareholders"	:	The registered holder/holders of the Shares except that, where the registered holder is CDP or the PCD Nominee (in PDTC), the term "Shareholders" shall, in relation to such Shares and where the context admits, mean the persons named as depositors in the Depository Register maintained by CDP or PDTC and into whose Securities Accounts those Shares are credited. Any reference to Shares held by Shareholders shall include Shares standing to the credit of the respective Shareholders' Securities Account
"Shares"	:	Shares of par value US\$0.01 and US\$1.00 each in the capital of the Company, including without limitation, the Ordinary Shares and the Preference Shares respectively
"Subsidiary"	:	Has the meaning ascribed to it in Section 5 of the Companies Act
"Substantial Shareholder"	:	Has the meaning ascribed to it in Section 81 of the Companies Act and Section 2(4) of the SFA

CURRENCIES, UNITS AND OTHERS

"%"	:	Percentage or per centum
"S\$" and "S cents"	:	Singapore dollars and cents respectively
"US\$" and "US cents"	:	United States dollars and cents respectively

Unless the context otherwise requires, words denoting the masculine gender shall include the feminine and neuter genders and words denoting the singular shall include the plural and vice-versa. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined in the Companies Act, the SFA, the Listing Manual or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, the SFA, the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated. Any discrepancy in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, the totals of the data presented in this document may vary slightly from the actual arithmetic totals of such information.



LETTER TO SHAREHOLDERS FROM BOARD OF DIRECTORS OF THE COMPANY

DEL MONTE PACIFIC LIMITED

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

Directors:

Mr Rolando C Gapud (Executive Chairman)
 Mr Joselito D Campos, Jr (Managing Director and Chief Executive Officer)
 Mr Benedict Kwek Gim Song (Lead Independent Director)
 Mr Edgardo M Cruz, Jr (Executive Director)
 Mrs Yvonne Goh (Independent Director)
 Dr Emil Q Javier (Independent Director)
 Mr Godfrey E Scotchbrook (Independent Director)

Registered Office:

Craigmuir Chambers
 PO Box 71
 Road Town, Tortola,
 British Virgin Islands

15 February 2016

To: The Shareholders

Dear Sir/Madam,

THE PROPOSED SPECIFIC PREFERENCE SHARE ISSUE MANDATE

1. INTRODUCTION

The Company is seeking a specific Shareholders' mandate for the Proposed Specific Preference Share Issue Mandate to refinance the acquisition of the Consumer Food Business, which mandate shall be given to the Directors to issue new Preference Shares and/or to make or grant offers, agreements or options that might or would require such Preference Shares to be issued to fund the repayment of debt financing obtained for the Acquisition as the Directors may deem fit.

The Company is currently in discussions with investment banks to negotiate and finalise the terms of the Preference Shares. The Preference Shares are intended to be listed and traded on the PSE.

2. BACKGROUND AND RATIONALE FOR THE PROPOSED SPECIFIC PREFERENCE SHARE ISSUE MANDATE

On 11 October 2013, the Company announced that the Company and the Acquiror (a subsidiary of the Company) had on 10 October 2013 entered into a purchase agreement with Del Monte Corporation to (1) acquire all of the shares of certain subsidiaries of the Vendor; and (2) acquire certain assets, and assume certain liabilities (collectively the "**Consumer Food Business**"), in each case, relating to the business of developing, manufacturing, marketing, distributing and selling food and beverage products for human consumption under the brands Del Monte, Contadina, S&W, College Inn and others at a purchase consideration of US\$1.675 billion, subject to net working capital adjustment as provided in the Purchase Agreement ("**Consideration**").

As stated in section 2.5 of the Acquisition Circular, the Consideration will be funded through a combination of equity, including equity contributed to the Acquiror by the Company, and institutional debt financing. The Company had on 19 February 2014 announced that the Acquisition was completed on 18 February 2014.

The Company had utilised short term debt financing (including, but not limited to, the BDO Loan Facility) to partially fund the Acquisition.



LETTER TO SHAREHOLDERS FROM BOARD OF DIRECTORS OF THE COMPANY

As stated in the Acquisition Circular, the Company intends to repay the BDO Loan Facility through the issuance of the Preference Shares. However, the Company intends to seek Shareholders' approval to issue Preference Shares to fund the repayment of the BDO Loan Facility and other related expenses that the Company obtained for the Acquisition. This is to enable the Company to deleverage its balance sheet.

The Company had previously sought Shareholders' approval for a specific preference share issue mandate (the "**Previous Mandate**") via a general meeting held on 15 April 2014 (the "**2014 GM**"). At the 2014 GM, Shareholders also approved the increase of authorised share capital of the Company and amendments to the Memorandum of Association ("**Memorandum**") and Articles of Association ("**Articles**") of the Company to cater for the issue of new Preference Shares.

The Previous Mandate had expired on 28 August 2015 when the annual general meeting of the Company was held. The Company had not issued any Preference Shares pursuant to the Previous Mandate. For the reasons stated above, the Company is now seeking Shareholders' approval for the Proposed Specific Preference Share Issue Mandate.

The Board of Directors will exercise the powers given to it under the Proposed Specific Preference Share Issue Mandate in the best interests of the Company and the Shareholders taken as a whole, and will ensure that Preference Shares issued pursuant to the Proposed Specific Preference Share Issue Mandate are issued in compliance with the Listing Manual of SGX-ST and the PSE, as well as the relevant Memorandum and Articles of the Company. A summary narrative of the relevant clauses under the Memorandum and Articles is set out below:

(a) Clause 7 of the Memorandum

The existing clause 7 of the Memorandum provides that the authorised capital of the Company comprises 600,000,000 preference shares with a par value of US\$1.00 each.

(b) Clause 15(2)(b) of the Articles

The existing clause 15(2)(b) of the Articles provides that the aggregate number of shares (which includes preference shares) to be issued under the preference share issue mandate cannot exceed 50% of the issued share capital of the Company for the time being, of which the aggregate number of preference shares to be issued other than on a pro rata basis to members of the Company cannot exceed 20% of the issued share capital for the time being.

3. VALIDITY PERIOD FOR THE PROPOSED SPECIFIC PREFERENCE SHARE ISSUE MANDATE

If approved by the Shareholders at the GM, the authority conferred by the Proposed Specific Preference Share Issue Mandate will continue to be in force until it is varied or revoked by the Company in a general meeting. **Shareholders should note that the Proposed Specific Preference Share Issue Mandate is not subject to a fixed expiry date.**



LETTER TO SHAREHOLDERS FROM BOARD OF DIRECTORS OF THE COMPANY

4. SUMMARY OF THE PREFERENCE SHARES

The following is a summary of the principal terms and conditions of the Preference Shares that may be issued pursuant to the Proposed Specific Preference Share Issue Mandate:

Preference Shares

- | | | |
|------------------------------------|---|--|
| Issue in One or More Series | : | The Preference Shares may be issued in one or more series, as may be determined by the Board by one or more resolutions of directors. |
| Issue Price | : | The issue price of each Preference Share shall be an amount to be prescribed by the Board prior to issuance. |
| Preference Dividend | : | The right to a fixed cumulative preferential dividend at such rate to be prescribed by the Board in a resolution of directors prior to the initial allotment and issue of any series of the Preference Shares (the " Preference Dividend "), but to no further or other dividend. |
| Ranking | : | The Preference Shares shall rank as regards participation in profits in priority to the Ordinary Shares and <i>pari passu</i> with all other shares in the capital of the Company to the extent that they are expressed to rank <i>pari passu</i> therewith. |
| Dividends Payment | : | Subject to the limitations and qualifications described in the Articles, Preference Dividends will be payable on payment dates to be prescribed by the Board prior to issuance of the Preference Shares. |
| Redemption Rights | : | The Preference Shares are perpetual securities with no maturity date and may be redeemable at the option of the Company if prescribed by the Board in a resolution of directors prior to the initial allotment and issue of any Preference Shares. |
| Voting Rights | : | The holders of Preference Shares, subject to the limitations and qualifications described in the Articles, shall have the right to receive notice of any meeting of the members of the Company and all reports and balance sheets of the Company that are available to the holders of the Ordinary Shares. |

If, a general meeting of the Company is convened for the purpose of:

- (i) reducing the Company's authorised or issued share capital;
- (ii) winding up the Company;



LETTER TO SHAREHOLDERS FROM BOARD OF DIRECTORS OF THE COMPANY

- (iii) sanctioning a sale of the whole or substantially the whole of the business or undertaking of the Company; or
- (iv) where the proposal to be submitted to the general meeting directly affects their rights and privileges of holders of the Preference Shares,

the holders of Preference Shares shall have the right to attend, speak and to vote at such general meetings of the Company.

Further, the holders of Preference Shares shall have the right to attend, speak and to vote at any general meeting of the Company convened when the Preference Dividend that has been duly declared by the Board has not been paid in full when due and payable and remains unpaid for six months.

Liquidation Preference : The Preference Shares will enjoy a preferential right over the Ordinary Shares to receive a return of their original issue price and any accrued but unpaid dividends upon any liquidation of the Company, *pari passu* with all other shares in the capital of the Company to the extent that they are expressed to rank *pari passu* therewith but shall not otherwise participate in any distribution of the residual assets of the Company.

Governing Law : The laws of the British Virgin Islands.

5. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

5.1 Interest of Directors and Substantial Shareholders

The shareholdings of the Directors and Substantial Shareholders as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders (based on notifications received from the respective Directors and Substantial Shareholders) as at the Latest Practicable Date were as follows:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors						
Mr Benedict Kwek Gim Song	Nil	Nil	Nil	Nil	Nil	Nil
Mr Edgardo M Cruz, Jr	2,881,635	0.15	Nil	Nil	2,881,635	0.15
Dr Emil Q Javier	534,851	0.03	Nil	Nil	534,851	0.03
Mr Godfrey E Scotchbrook	Nil	Nil	Nil	Nil	Nil	Nil
Mr Joselito D Campos, Jr	7,621,466	0.39	1,303,256,961 ⁽²⁾	67.07	1,310,878,427	67.46
Mrs Yvonne Goh	Nil	Nil	Nil	Nil	Nil	Nil
Mr Rolando C Gapud	2,063,140	0.11	Nil	Nil	2,063,140	0.11

LETTER TO SHAREHOLDERS FROM BOARD OF DIRECTORS OF THE COMPANY

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Substantial Shareholders						
Bluebell Group Holdings Limited	142,857,471 ⁽¹⁰⁾	7.35	Nil	Nil	142,857,471	7.35
Golden Sunflower International Limited	Nil	Nil	142,857,471 ⁽¹⁰⁾	7.35	142,857,471	7.35
NutriAsia Pacific Ltd	1,155,030,190 ⁽³⁾	59.44	Nil	Nil	1,155,030,190	59.44
NutriAsia Holdings Limited	Nil	Nil	1,155,030,190 ⁽³⁾	59.44	1,155,030,190	59.44
NutriAsia Inc	Nil	Nil	1,155,030,190 ⁽³⁾	59.44	1,155,030,190	59.44
Well Grounded Limited	Nil	Nil	1,155,030,190 ⁽⁴⁾	59.44	1,155,030,190	59.44
Golden Chamber Investment Limited	Nil	Nil	1,155,030,190 ⁽⁴⁾	59.44	1,155,030,190	59.44
Star Orchid Limited	Nil	Nil	1,155,030,190 ⁽⁴⁾	59.44	1,155,030,190	59.44
HSBC Trustee (Hong Kong) Limited	Nil	Nil	1,303,256,961 ⁽⁵⁾	67.07	1,303,256,961	67.07
HSBC International Trustee Limited	Nil	Nil	1,303,256,961 ⁽⁵⁾	67.07	1,303,256,961	67.07
HSBC Private Banking Holdings (Suisse) SA	Nil	Nil	1,303,256,961 ⁽⁵⁾	67.07	1,303,256,961	67.07
HSBC Finance (Netherlands)	Nil	Nil	1,303,256,961 ⁽⁵⁾	67.07	1,303,256,961	67.07
HSBC Holdings Plc	Nil	Nil	1,303,256,961 ⁽⁵⁾	67.07	1,303,256,961	67.07
Mr Joselito D Campos, Jr	7,621,466	0.39	1,303,256,961 ⁽⁵⁾	67.07	1,310,878,427	67.46
Lee Foundation	Nil	Nil	106,854,000 ⁽⁶⁾⁽⁹⁾	5.50	106,854,000	5.50
Lee Foundation, States of Malaya	Nil	Nil	106,854,000 ⁽⁷⁾⁽⁹⁾	5.50	106,854,000	5.50
Lee Pineapple Company (Pte) Limited	100,422,000	5.17	6,432,000 ⁽⁸⁾⁽⁹⁾	0.33	106,854,000	5.50

Notes:

- (1) The percentage of issued capital is calculated based on 1,943,214,106 issued Shares (excluding 1,721,720 treasury shares).
- (2) NutriAsia Pacific Limited ("NPL") is a substantial and controlling shareholder of the Company, holding 1,155,030,190 shares in the Company. Mr Joselito D Campos, Jr ("JDC") and his family have beneficial interests in NPL (though Golden Chamber Investment Limited and Star Orchid Ltd which hold trusts in which they are beneficiaries). JDC is therefore deemed to be interested in the shares held by NPL.
- (3) 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.
- (4) NPL holds 1,155,030,190 shares in the Company. 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 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.



LETTER TO SHAREHOLDERS FROM BOARD OF DIRECTORS OF THE COMPANY

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.*
- (10) Bluebell Group Holdings Limited ("BGHL") is wholly owned by Golden Sunflower International Limited ("GSIL"). GSIL is therefore deemed interested in the shares of the listed company held by BGHL. GSIL is wholly owned by HSBC Trustee (Hong Kong) Limited ("HKL"). HKL is the trustee of Twin Palms Pacific Trust ("TPPT"), the beneficiaries of which are JDC and his children and JDC is therefore interested in the shares held by BGHL.*

5.2 Interests of Directors and Substantial Shareholders in the Proposed Specific Preference Share Issue Mandate

Save as disclosed in this Circular, none of the Directors or Substantial Shareholders of the Company have any interests, direct or indirect, other than as Shareholders of the Company, in the Proposed Specific Preference Share Issue Mandate.

6. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Proposed Specific Preference Share Issue Mandate is in the best interests of the Company and accordingly, they recommend that Shareholders vote in favour of the Ordinary Resolution relating thereto.

7. RESPONSIBILITY STATEMENT OF THE DIRECTORS

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Specific Preference Share Issue Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular 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 Circular in its proper form and context.

Shareholders are advised to read this Circular 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.



LETTER TO SHAREHOLDERS FROM BOARD OF DIRECTORS OF THE COMPANY

8. GENERAL MEETING

The GM, notice of which is set out in this Circular, will be held at the Banquet Suite, 10F of M Hotel, 81 Anson Road, Singapore 079908, on Tuesday, 8 March 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the Ordinary Resolution set out in the Notice of GM.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

A Shareholder who is unable to attend the GM and wishes to appoint a proxy to attend and vote on his behalf should complete, sign and return the Proxy Form enclosed with this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to reach the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, or at the offices of the Company's Share Transfer Agent in the Philippines, as the case may be, not later than forty-eight (48) hours before the time fixed for the GM. The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the GM in place of his proxy should he subsequently wish to do so.

A Depositor is not regarded as a Shareholder entitled to attend the GM and to speak and vote thereat unless his name appears on the Depository Register as certified by CDP or PDTC, not earlier than 48 hours before the GM.

For Shareholders whose shares are lodged on the PSE, please also refer to the Notes for Philippine Shareholders which can be found in the Notice of GM.

10. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the offices of the Company's Share Transfer Agent in Singapore and Manila during normal business hours from the date of this Circular up to and including the date of the GM:

- (a) the Memorandum and Articles; and
- (b) the annual report of the Company for FY2015.

Yours faithfully

For and on behalf of
the Board of Directors of Del Monte Pacific Limited
Rolando C Gapud
Executive Chairman



NOTICE OF GENERAL MEETING

DEL MONTE PACIFIC LIMITED

(incorporated in the British Virgin Islands with limited liability on 27 May 1999)
(the "Company")

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting ("GM") of the Company will be held at Banquet Suite, 10F of M Hotel, 81 Anson Road, Singapore 079908, on Tuesday, 8 March 2016 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below.

Terms used in this Notice of GM which are not defined herein shall have the same meanings ascribed to them in the Circular dated 15 February 2016 to Shareholders ("Circular").

RESOLUTION:

AS AN ORDINARY RESOLUTION

THE PROPOSED SPECIFIC PREFERENCE SHARE ISSUE MANDATE

THAT:-

Pursuant to Article 15 of the Company's Articles of Association, authority be and is hereby given to the Board as follows:

- (a) approval be and is hereby given for the Proposed Specific Preference Share Issue Mandate including, without limitation, for the Board to issue Preference Shares referred to in the Memorandum and Articles in one or more series pursuant to the Proposed Specific Preference Share Issue Mandate and whether by way of rights, bonus or otherwise;
- (b) the Proposed Specific Preference Share Issue Mandate be for such amount up to the authorised number of Preference Shares by resolution of directors, at such time, in such amounts, on such terms and conditions, to such persons and for such consideration as may be determined by resolution of directors from time to time without any further approval of the members including, without limitation, any approval of the members that would be required pursuant to Article 15; provided that the issue of any Preference Shares shall be subject to such limitation thereof as may be prescribed by the Designated Stock Exchange;
- (c) to make or grant offers, agreements or options that might or would require Preference Shares referred to in sub-paragraph (a) above to be issued, not being Ordinary Shares to which any authority for a general share issue mandate previously granted by the members in general meeting relates at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Preference Shares referred to in sub-paragraph (a) above in pursuance of any offers, agreements or options made or granted by the Directors while this Resolution was in force, and (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until it is varied or revoked by the Company in a general meeting; and/or
- (d) the Directors be and are hereby authorised to prepare, finalise, approve and execute (or delegate the execution of) any instruments, filings, notices, announcements, agreements and other documents and do all acts and things which they may in their absolute discretion consider necessary desirable or expedient for the purposes of or in connection with the Proposed Specific Preference Share Issue Mandate and/or to give effect to this resolution.

By Order of the Board
Antonio E S Ungson
Company Secretary
15 February 2016



NOTICE OF GENERAL MEETING

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 Philippine Shareholders:

1. Proceedings of the GM in Singapore will be made available to Philippine 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 Philippines 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. Philippines 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 7 March 2016 at 10.00 a.m. to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., at its office address 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. Adora A. Yanga, Vice-President.
4. Only Shareholders at record date at the close of business on 4 March 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 7 March 2016 at the office of the Philippine 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.

ANNEX "B"

MANAGEMENT REPORT

I. BUSINESS AND GENERAL INFORMATION

Overview

Del Monte Pacific Limited (the "Company" or "DMPL") was incorporated as an international business company in the British Virgin Islands on 27 May 1999 under the International Business Companies Act (Cap. 291) of the British Virgin Islands. It was automatically re-registered as a company on 1 January 2007 when the International Business Companies Act was repealed and replaced by the Business Companies Act 2004 of the British Virgin Islands.

On 2 August 1999, the Company was admitted to the Official List of the Singapore Exchange Securities Trading Limited ("SGX-ST"). On 10 June 2013, the ordinary shares of the Company were also listed on the Philippine Stock Exchange, Inc. (the "PSE"). The registered office of the Company is located at Craigmuir Chambers, Road Town, Tortola, British Virgin Islands.

The principal activity of the Company is that of investment holding. Its subsidiaries are principally engaged in growing, processing, developing, manufacturing, marketing, distributing and selling packaged fruits and vegetables, canned and fresh pineapples, pineapple concentrate, tropical mixed fruit, tomato-based products, broth and certain other food products mainly under the brand names of "Del Monte", "S&W", "Contadina", "College Inn" and other brands.

Subsidiaries

The details of the Company's subsidiaries and their principal activities, as of 31 December 2015, are as follows:

Name of subsidiary	Date of Incorporation	Principal activities	Place of incorporation and business	Effective equity held by the Group
<i>Held by the Issuer</i>				
Del Monte Pacific Resources Limited ("DMPRL")	21 Dec 1990	Investment holding	British Virgin Islands	100.00%
DMPL India Pte Ltd ("DMPLI")	29 Mar 2004	Investment holding	Singapore	100.00%
DMPL Management Services Pte Ltd ("DMPL Mgt Svcs")	29 Apr 1999	Providing administrative support and liaison services to the Group	Singapore	100.00%
GTL Limited ("GTL Ltd")	9 Mar 1998	Trading food products mainly under the brand name, "Del Monte" and buyer's own labels	Federal Territory of Labuan, Malaysia	100.00%
S&W Fine Foods International Limited ("S&W")	12 Nov 2007	Owner of the "S&W" trademark in Asia (excluding Australia and New Zealand), the Middle East, Western Europe, Eastern Europe, Africa, and a licence to use "S&W" in Western Europe. Sale and distribution of food products under "S&W."	British Virgin Islands	100.00%

Name of subsidiary	Date of Incorporation	Principal activities	Place of Incorporation and business	Effective equity held by the Group
DMPL Foods Limited ("DMPLFL") <i>Held by Del Monte Pacific Resources Limited</i>	11 Dec 2013	Investment holding	British Virgin Islands	Approximately 89.40%
Central American Resources, Inc. ("CARI") <i>Held by Central American Resources, Inc.</i>	16 Dec 1971	Investment holding	Panama	100.00%
Del Monte Philippines, Inc. ("DMPI")	11 Jan 1926	Growing, processing and distribution of food products mainly under the brand name "Del Monte"	Philippines	100.00%
Dewey Limited ("Dewey")	13 Dec 1990	Owner of trademarks in various countries; investment holding	Bermuda	100.00%
Pacific Brands Philippines, Inc. ("Pacific Brands")	1 Jul 1935	Inactive	State of Delaware, U.S.	100.00%
South Bukidnon Fresh Trading, Inc. <i>Held by DMPL India Pte Ltd</i>	20 Jun 2014	Growing, packing and sale and export of fresh produce	Philippines	100%
Del Monte Foods India Private Limited ("Del Monte Foods India")	10 Aug 2004	Manufacturing, processing and distributing food, beverages and other related products	Mumbai, India	100.00%
DMPL India Limited ("DMPL India Ltd") <i>Held by Del Monte Philippines, Inc.</i>	12 Aug 2004	Investment holding	Mauritius	Approximately 94%
Philippines Packing Management Services Corporation ("PPMSC")	18 Jun 2007	Management, logistics and support services	Philippines	100.00%
Del Monte Txanton Distribution, Inc. <i>Held by Dewey Limited</i>	7 Jan 2015	Distribution of food products	Philippines	40%
Dewey Sdn Bhd <i>Held by DMPL Foods Limited</i>	5 Oct 2009	Owner of the "Del Monte" and "Today's" trademarks in the Philippines	Malaysia	100.00%
Del Monte Foods Holdings Limited	11 Nov 2013	Investment holding	British Virgin	Approximately 89.40%

Name of subsidiary	Date of incorporation	Principal activities	Place of incorporation and business	Effective equity held by the Group
("DMFHL")			Islands	
<i>Held by Del Monte Foods Holdings Limited</i>				
Del Monte Foods Holdings, Inc. ("DMFHI")	2 Jun 2014	Investment holding	State of Delaware, U.S	Approximately 89.40%
<i>Held by Del Monte Foods Holdings, Inc.</i>				
Del Monte Foods, Inc. ("DMFI")	16 Sep 2013	Owner of "Del Monte" trademarks, and the DMFI Consumer Food Business in the U.S. and South America, and investment holding	State of Delaware, U.S.	Approximately 89.40%
<i>Held by DMFI</i>				
Del Monte Andina C.A.	16 Jul 1998	Distribution of food products	Venezuela	Approximately 89.40%
Del Monte Colombiana S.A.	27 Oct 1999	Distribution of food products	Colombia	Approximately 89.40%
Industrias Citricolas de Montemorelos, S.A. de C.V.(ICMOSA)	1 Nov 1974	Distribution of food products	Mexico	Approximately 89.40%
Del Monte Peru S.A.C.	18 Jan 2000	Distribution of food products	Peru	Approximately 89.40%
Del Monte Ecuador DME C.A.	10 Feb 2000	Distribution of food products	Ecuador	Approximately 89.40%
Hi-Continental Corp.	15 Jul 1959	Distribution of food products	State of California, U.S.	Approximately 89.40%
College Inn Foods	17 Jul 1958	Distribution of food products	State of California, U.S.	Approximately 89.40%
Contadina Foods, Inc.	26 Jan 1998	Distribution of food products	State of Delaware, U.S.	Approximately 89.40%
S&W Fine Foods, Inc.	26 Feb 2001	Distribution of food products	State of Delaware, U.S.	Approximately 89.40%
Sager Creek Foods, Inc.	24 Feb 2015	Distribution of food products	State of Delaware, U.S.	Approximately 89.40%
<i>Held by Del Monte Andina C.A. (Venezuela)</i>				
Del Monte Argentina S.A.	22 Sep 2000	Distribution of food products	Argentina	Approximately 89.40%

A subsidiary is considered significant, as defined under the SGX-ST Listing Manual, if its net tangible assets represent 20% or more of the Group's consolidated net tangible assets, or if its pre-tax profits account for 20% or more of the Group's consolidated pre-tax profits.

During the financial year, the Group deconsolidated its subsidiary, Del Monte Andina C.A., an entity which has operations in Venezuela. Venezuela is a hyperinflationary economy. The Venezuelan exchange control regulations have resulted in an other-than-temporary lack of exchangeability between the Venezuelan Bolivar and US dollar. This has restricted the Venezuelan entity's ability to pay dividends and obligations denominated in US dollars. The exchange regulations, combined with other recent Venezuelan regulations, have constrained the Venezuelan entity's ability to maintain normal production. Due to the Group's inability to effectively control the operations of the entity, the Group deconsolidated the subsidiary with effect from February 2015. The equity interest in this entity is determined to be the cost of investment of the entity at the date of deconsolidation. Going forward, the investment will be carried at cost less impairment.

The deconsolidation of the Venezuelan entity resulted in a loss from deconsolidation of US\$5.2 million, which was recognised as "other expenses" in the income statements.

MARKET PRICE INFORMATION

The Company has been listed on the SGX-ST for nearly 15 years since 1999. The Company was successfully listed on the PSE on 10 June 2013, making the DMPL the first entity to be dual-listed on the SGX-ST and the PSE.

The Company's share price highlights are as follows:

Year	Quarter	PSE (PHP)		SGX (S\$)	
		High	Low	High	Low
2015	4Q 2015	13.44	9.49	0.45	0.29
	3Q 2015	13.00	9.94	0.42	0.30
	2Q 2015	13.98	11.50	0.47	0.34
	1Q 2015	15.09	11.28	0.47	0.31
2014	4Q 2014	17.60	13.80	0.55	0.46
	3Q 2014	20.75	17.40	0.56	0.51
	2Q 2014	23.70	20.50	0.63	0.52
	1Q 2014	24.00	21.75	0.65	0.59
2013	4Q 2013	33.45	22.50	0.96	0.58
	3Q 2013	29.95	25.00	0.94	0.74
	2Q 2013	27.20	23.00	0.95	0.69
	1Q 2013	-	-	0.96	0.64

The Company has an authorized capital stock of US\$630.0 million consisting of 3,000,000,000 ordinary shares, each with a par value of US\$0.01 and 600,000,000 Preference Shares, each with a par value of US\$1.00. Out of the authorized capital stock, 1,943,214,106 ordinary shares are outstanding. The number of ordinary shares outstanding excludes 1,721,720 ordinary shares held by the Company as treasury shares. Total issued Ordinary Shares are 1,944,935,826 ordinary shares, including treasury shares.

The top 20 shareholders of the Company as at 31 December 2015 are as follows:

Rank	Name	No. of Ordinary Shares	%
1	Nutriasia Pacific Limited	1,155,030,190	59.44%
2	Bluebell Group Holdings Limited	148,226,771	7.63%
3	Lee Pineapple Company Pte Ltd	100,422,000	5.17%
4	Deutsche Bank Manila-Clients A/C	84,361,155	4.34%
5	DBS Nominees Pte Ltd	75,367,342	3.88%
6	Raffles Nominees (Pte) Ltd	38,206,674	1.97%
7	Citibank Noms S'pore Pte Ltd	22,322,657	1.15%
8	DB Nominees (S) Pte Ltd	21,386,867	1.10%
9	BNP Paribas Noms S'pore PI	18,714,490	0.96%
10	Government Service Insurance System	16,722,937	0.86%
11	HSBC (Singapore) Noms Pte Ltd	14,762,986	0.76%
12	Wee Poh Chan Phyllis	14,416,000	0.74%
13	United Overseas Bank Nominees	10,962,328	0.56%

14	Banco De Oro - Trust Banking Group	10,542,276	0.54%
15	The Hongkong and Shanghai Banking Corp. Ltd. -Clients' Acct	8,863,187	0.46%
16	DBS Vickers Secs (S) Pte Ltd	8,735,971	0.45%
17	Joselito Jr. Dee Campos	7,621,466	0.39%
18	Pineapples of Malaya Private	6,432,000	0.33%
19	COL Financial Group, Inc.	4,943,443	0.25%
20	IGC Securities Inc.	4,378,849	0.23%
	Subtotal (Top 20 Stockholders)	1,772,419,589	91.21%
	Others	170,794,517	8.79%
	Total Outstanding	1,943,214,106	100.00%

DIVIDENDS AND DIVIDEND POLICY

Subject to any limitations or provisions to the contrary in its Memorandum or Articles of Association, the Company may, by a resolution of directors, declare and pay dividends in money, shares or other property. Dividends shall only be declared and paid out of surplus.

No dividends shall be declared and paid, unless the directors determine that, immediately after the payment of the dividends: (a) the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business; and (b) the realizable value of the assets of the Company will not be less than the sum of its total liabilities, other than its deferred taxes, as shown in its books of accounts, and its capital.

The Company's dividend payment policy is to distribute a minimum of 33% of full year profit but this is subject to review by the Board in light of the Company's acquisition of Del Monte Foods, Inc. (DMFI) consumer food business in the US in February 2014.

The dividend payout from 2006 to 2012 was 75% and the dividend payout for 2013 was 50%. There is, however, no guarantee that the Company will pay any dividends to its common equity shareholders in the future.

On 12 August 2013, the Company declared a dividend of 0.62 US cents per share. The Company did not declare a final dividend in 2013 and any in FY2015 due to the non-recurring acquisition-related expenses, purchase accounting financial impact and transition expenses of DMFI resulting in a loss to the Company.

The Company pays dividends in an equitable and timely manner within 30 days after being declared. The dividend policy and terms, including the declaration dates, are provided in the Company's website.

SALE OF UNREGISTERED OR EXEMPT SECURITIES

In January 2015, the Company applied with the PSE for the listing of 641,935,335 ordinary shares (the "**Rights Shares**") for purposes of the rights offering in the Philippines (the "**Philippine Rights Issue**") that was simultaneously conducted with the rights issue in Singapore (the "**Singapore Rights Issue**") (collectively, the "**Rights Issue**"). It also obtained from the Philippine Securities and Exchange Commission ("**SEC**") the Confirmation of Exempt Transaction which confirmed that an exemption from filing of a registration statement was available for the offer and issuance to existing shareholders, pursuant to Section 10.1 (e), and for offer and issuance to qualified buyers pursuant to Section 10.1(f) of the Philippine Securities Regulation Code ("**SRC**").

The Company entered into separate Management and Underwriting Agreement with DBS Bank Ltd as the Singapore Manager and Underwriter for the Singapore Rights Issue, and with BPI Capital Corporation as the Philippine Manager and Underwriter for the Philippine Rights Issue.

Pursuant to the Singapore Management and Underwriting Agreement, the amount of underwriting commission payable to the Singapore Manager and Underwriter was: (i) 2.0% of the aggregate issue price of the Singapore Rights Shares; (ii) at the Company's sole discretion, an incentive fee of up to 0.5% of the aggregate issue price of the Singapore Rights Shares; and (iii) a management fee of US\$300,000.00 (approximately S\$405,480.00).

Pursuant to the Philippine Management and Underwriting Agreements, the Philippine Manager and Underwriter received an underwriting fee of 2.0% on the total amount raised from the sale and distribution of unsubscribed Rights Shares in the Philippine Rights Issue, to qualified buyers in the Philippines, as defined by the SRC. No commissions or any form of remuneration were received for the sale of the Rights Shares to eligible Shareholders in the Philippines during the first and second rounds of the Rights Issue.

The entire Rights Shares were allotted and issued on 10 March 2015, and listed and quoted on the Main Boards of the SGX-ST and the PSE on 11 March 2015. The Rights Shares were offered from 12 February 2015 to 2 March 2015, and had an exercise price per share of S\$0.325 in Singapore and PhP10.60 in the Philippines.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors and Senior Management

The following comprises the Company's Board of Directors:

Name	Age	Citizenship	Position
Rolando C. Gapud	74	Filipino	Executive Chairman and Executive Director ¹
Joselito D. Campos, Jr.	65	Filipino	Executive Director
Edgardo M. Cruz, Jr.	60	Filipino	Executive Director
Benedict Kwek Gim Song	68	Singaporean	Lead Independent Director
Yvonne Goh	62	Singaporean	Independent Director
Dr. Emil Q. Javier	74	Filipino	Independent Director ²
Godfrey E. Scotchbrook	69	British	Independent Director

The following comprises the Group's Senior Management:

Name	Age	Citizenship	Position
Joselito D. Campos, Jr.	65	Filipino	Managing Director and CEO
Luis F. Alejandro	62	Filipino	Chief Operating Officer
Ignacio C. O. Sison	51	Filipino	Chief Corporate Officer
Parag Sachdeva	45	Indian	Chief Financial Officer
Antonio E.S. Ungson	44	Filipino	Company Secretary, Chief Legal Counsel and Chief Compliance Officer
Ma. Bella B. Javier	55	Filipino	Chief Scientific Officer

The following is a brief description of the business experience of the Company's Board of Directors and Senior Management for the past five (5) years.

Rolando C. Gapud – 74, Filipino

Executive Chairman and Executive Director

Appointed on 20 January 2006 and last elected on 15 April 2014

Mr. Rolando C. Gapud has over 35 years of experience in banking, finance and general management, having worked as CEO of several Philippine companies, notably Security Bank and Trust Company, Oriental Petroleum and Minerals Corp and Greenfield Development Corp. He was also the COO of the joint venture operations of Bankers Trust and American Express in the Philippines. He has served

¹ Mr. Rolando C. Gapud had been re-designated from Non-Executive Chairman to Executive Chairman of the Board with effect from 1 July 2015.

² Dr. Emil Q. Javier is an Independent Director, pursuant to Sec. 2.3 of the Monetary Authority of Singapore.

in the Boards of various major Philippine companies, including the Development Bank of the Philippines, the development finance arm of the Philippine Government. Mr. Gapud is the Chairman of the Board of DMFI, the Company's U.S. subsidiary. He is also a Director of FieldFresh Foods Private Ltd, a joint venture of DMPL with the Bharti Group of India. He holds a Master of Science in Industrial Management degree from the Massachusetts Institute of Technology. He is a member of the Asian Executive Board of the Sloan School in MIT.

Joselito D. Campos, Jr. – 65, Filipino
Executive Director

Appointed on 20 January 2006 and last elected on 28 April 2006

Mr. Joselito D. Campos, Jr. is Chairman and CEO of the NutriAsia Group of Companies, a major food conglomerate in the Philippines. He is also Chairman of Fort Bonifacio Development Corp and Chairman of Ayala-Greenfield Development Corp, two major Philippine property developers. He is a Director of San Miguel Corporation, one of the largest and oldest business conglomerates in the Philippines. Mr. Campos is a Director and the Vice Chairman of the Board of DMFI, the Company's U.S. subsidiary. He is also a Director of FieldFresh Foods Private Ltd, a joint venture of DMPL with the Bharti Group of India. He was formerly Chairman and CEO of United Laboratories, Inc. ("Unilab") and its regional subsidiaries and affiliates. Unilab is the Philippines' largest pharmaceutical company with substantial operations in the Asian region. Mr. Campos is the Honorary Consul in the Philippines for the Republic of Seychelles. He is also Chairman of the Metropolitan Museum of Manila, Bonifacio Arts Foundation Inc., The Mind Museum and the Del Monte Foundation. He is a Trustee and Global Council Member of the Asia Society in the Philippines; a Trustee of the Philippines-China Business Council, the Philippine Center for Entrepreneurship and the World Wildlife Fund-Philippines; and a Director of the Philippine Eagle Society. Mr. Campos holds an MBA from Cornell University.

Edgardo M. Cruz, Jr. – 60, Filipino
Executive Director

Appointed on 02 May 2006 and last elected on 30 April 2012

Mr. Edgardo M. Cruz, Jr. is a member of the Board and Corporate Secretary of the NutriAsia Group of Companies. He is a member of the Board of Evergreen Holdings Inc. He sits in the Board of Fort Bonifacio Development Corporation and the BG Group of Companies. He is also a Board member and Chief Financial Officer of Bonifacio Land Corporation. He is the Chairman of the Board of Bonifacio Gas Corporation and President of Bonifacio Transport Corporation. He also sits in the Boards of Ayala Greenfield Development Corporation and Ayala Greenfield Golf and Leisure Club Inc. He is a member of the Board of Trustees of Bonifacio Arts Foundation Inc., The Mind Museum and the Del Monte Foundation. Mr. Cruz is also a Director of DMFI, the Company's U.S. subsidiary. He earned his MBA degree from the Asian Institute of Management after graduating from De La Salle University. He is a Certified Public Accountant.

Benedict Kwek Gim Song – 68, Singaporean
Lead Independent Director

Appointed on 30 April 2007 and last elected on 15 April 2014

Mr. Benedict Kwek Gim Song is a Director and Chairman of the Audit Committee of NTUC Choice Homes. He is also an Independent Director of DMFI, the Company's U.S. subsidiary. Mr. Kwek was Chairman of Pacific Shipping Trust from 2008 to 2012. He has over 30 years of banking experience, having served as the President and CEO of Keppel TatLee Bank. He has held various key positions at Citibank in the Philippines, Hong Kong, New York and Singapore. He holds a Bachelor of Social Science (Economics) degree from the then University of Singapore and attended a management development program at Columbia University in the United States.

Yvonne Goh –62, Singaporean
Independent Director

Appointed and elected on 4 September 2015

Ms. Yvonne Goh is a Director of UNLV Singapore Limited, the Singapore campus of the University of Nevada Las Vegas (UNLV), a state university of the State of Nevada, U.S.A. UNLV offers hospitality management programmes. She was a Managing Director of Boardroom Limited, a company listed on the SGX-ST and recently retired as Managing Director from the KCS Group in Singapore, a professional services organisation. Ms. Goh had served on the Board of WWF Singapore Limited, a registered charity and the Singapore chapter of WWF International, a leading global NGO. She was also a Director of the Accounting and Corporate Regulatory Authority ("ACRA"). Ms. Goh is a Fellow of the Singapore Institute of Directors and was 2nd Vice Chairman and Chairman of its Professional Development Committee. She is also a Fellow of the Institute of Chartered Secretaries and Administrators, U.K. and a past Chairman of the Singapore Association of Chartered Secretaries and Administrators.

Dr. Emil Q. Javier – 74, Filipino
Independent Director

Appointed on 30 April 2007 and last elected on 30 April 2013

Dr. Emil Q. Javier is a Filipino agronomist widely recognized in the international community for his academic leadership and profound understanding of developing country agriculture. He was until recently the President of the National Academy of Science and Technology of the Philippines. He had served as Philippine Minister of Science and President of the University of the Philippines. He was the first and only developing country scientist to Chair the Technical Advisory Committee of the prestigious Consultative Group for International Agricultural Research (CGIAR). He was Chairman of the Board of the International Rice Research Institute (IRRI); Chair and Acting Director of the Southeast Asia Center for Graduate Study and Research in Agriculture (SEARCA); and Director General of the Asian Vegetable Research and Development Center (Taiwan). Dr. Javier is an Independent Director of DMFI, the Company's U.S. subsidiary. He holds doctorate and masteral degrees in plant breeding and agronomy from Cornell University and the University of Illinois. He completed his bachelor's degree in agriculture at the University of the Philippines at Los Baños.

Godfrey E. Scotchbrook – 69, British
Independent Director

Appointed on 28 December 2000 and last elected on 30 April 2012

Mr. Godfrey E. Scotchbrook is an independent practitioner in corporate communications, issues management and investor relations with more than 40 years of experience in Asia. In 1990, he founded Scotchbrook Communications and his prior appointments included being an executive director of the then publicly listed Shui On Group. A proponent of good corporate governance, he is an Independent Director of Boustead Singapore Ltd and Hong Kong-listed Convenience Retail Asia. He is a Fellow of the Hong Kong Management Association and also of the British Chartered Institute of Public Relations. He is also an Independent Director of DMFI, the Company's U.S. subsidiary.

Luis F. Alejandro – 62, Filipino
Chief Operating Officer

Mr. Luis F. Alejandro has over 25 years of experience in consumer product operations and management. He started his career with Procter & Gamble where he spent 15 years in Brand Management before joining Kraft Foods Philippines Inc. as President and General Manager. Later, he joined Southeast Asia Food Inc. and Heinz UFC Philippines, Inc., two leading consumer packaged condiment companies of the NutriAsia Group, as President and Chief Operating Officer. He was most recently President and Chief Operating Officer of ABS-CBN Broadcasting Corporation, a leading media conglomerate in the Philippines. Mr. Alejandro is a Director of DMFI, the Company's U.S. subsidiary. He holds a Bachelor's degree in Economics from the Ateneo de Manila University and an MBA from the Asian Institute of Management.

Ignacio C. O. Sison – 51, Filipino
Chief Corporate Officer

Mr. Ignacio C. O. Sison has more than 20 years of finance experience spanning treasury, corporate and financial planning, controllership and, more recently, corporate sustainability. He was previously

Vice President, Corporate Controller, and Vice President, Treasury and Corporate Development, of Del Monte Philippines, Inc., and Finance Director of the Company's subsidiary in Singapore. Before joining the Company in 1999, he was CFO of Macondray and Company, Inc. He also worked for SGV & Co., the largest audit firm in the Philippines, and Pepsi-Cola Products Philippines, Inc. Mr. Sison holds a MS in Agricultural Economics from Oxford University. He also has a MA degree, Major in Economics, from the International University of Japan; a BA in Economics, magna cum laude, from the University of the Philippines; and an International Baccalaureate at the Lester B. Pearson United World College of the Pacific in Canada.

Parag Sachdeva – 45, Indian
Chief Financial Officer

Mr. Parag Sachdeva has more than 20 years of management and finance experience spanning planning/controllership, performance management, mergers & acquisitions, treasury, IT and human resources. Before joining the Company, he was with Carlsberg Asia for more than a year and supported efficiency and effectiveness programs across Asia/Africa regions. Prior to Carlsberg, he was with HJ Heinz for 20 years and held leadership positions in Asia Pacific/Asia regions in finance, IT and human resources. Mr. Sachdeva graduated from the Aligarh Muslim University in India, Major in Accounting and Economics. He also has an MBA degree, Major in Finance from the same university.

Antonio E. S. Ungson – 44, Filipino
Company Secretary, Chief Legal Counsel and Chief Compliance Officer

Mr. Antonio E. S. Ungson is Chief Legal Counsel and Chief Compliance Officer of the Company. He is also Head of the Legal Department of Del Monte Philippines, Inc. since March 2007. Prior to joining the Group in 2006, Mr. Antonio E. S. Ungson was a Senior Associate in SyCip Salazar Hernandez & Gatmaitan in Manila, where he served various clients for eight years in assignments consisting mainly of corporate and transactional work including mergers and acquisitions, securities and government infrastructure projects. He also performed litigation work and company secretarial services. Mr. Ungson was a lecturer on Obligations and Contracts and Business Law at the Ateneo de Manila University Loyola School of Management. He obtained his MBA from Kellogg HKUST, his Bachelor of Laws from the University of the Philippines College of Law and his undergraduate degree in Economics, cum laude and with a Departmental award at the Ateneo de Manila University.

Ma. Bella B. Javier – 55, Filipino
Chief Scientific Officer

Ms. Ma. Bella B. Javier has more than 30 years of experience in R&D from leading FMCGs in the food industry. She spent 20 years at Kraft Foods Inc., with her last assignment as the Director for Asia Pacific Beverage Technology and Southeast Asia Development. In her present role, she heads the Consumer Product and Packaging Development and the Quality Assurance functions for the Group. She is driving the Technology Development roadmap for the Company, including Plantation Research programs that impact consumer product development. She is a Certified Food Scientist from the Institute of Food Technologists, Chicago, Illinois, U.S. Ms. Javier is a Licensed Chemist with a bachelor's degree in Chemistry from the University of the Philippines. She also sits as Chairman of the Board of the University of the Philippines Chemistry Alumni Foundation.

Directorships in Other Listed Companies

The table below sets forth the directorships in other listed companies, both current and in the past three (3) years:

Name	Position	Company	Date
Joselito D Campos, Jr	Independent Director	San Miguel Corporation	2010 – Present
Emil Q Javier	Independent Director	Centro Escolar University	2002 – Present
Godfrey E Scotchbrook	Independent Director	Boustead Singapore Ltd. (Singapore)	2000 – Present
	Non-Executive Director	Convenience Retail Asia (HK)	2002 – Present

None of the Company's Directors are Chairman in other listed companies.

INDEPENDENT PUBLIC ACCOUNTANT AND EXTERNAL AUDIT FEES

- (a) The external auditor of the Company for the most recently completed fiscal year was KPMG LLP ("KPMG"), who retired as auditors of the Group in the last Annual General Meeting ("AGM") of the Company held on 28 August 2015. The consolidated financial statements of the Group as of 30 April 2015 and 2014 and for the year ended 30 April 2015, for the four-month period ended 30 April 2014, and for the year ended 31 December 2013 were audited by its previous Philippine auditor, R.G. Manabat & Co., in accordance with Philippine Standards on Auditing.
- (b) Ms. Ong Chai Yan was the partner-in-charge from KPMG for the audited financial statements of the Company for the fiscal year ended 30 April 2015.
- (c) The aggregate annual external audit fees billed for each of the last two (2) fiscal years for the audit of the Company's annual financial statements or services that are normally provided by the external auditor are as follows:

	FY2015 US\$	SY2014 US\$	CY2013 US\$
1. Audit, other Assurance and Related Fees	322,000	246,000	202,600
2. Tax Fees	3,968	-	3,682
3. All Other Fees*	218,032	546,000	1,986,525

*Other fees mainly pertain to the review of the Prospectus which was prepared in connection with the Rights Issue.

- (d) During the Company's two (2) most recent fiscal years or any subsequent interim period:
- 1) No independent accountant who was previously engaged as the principal accountant to audit the Group's financial statements, or an independent accountant on whom the principal accountant expressed reliance in its report regarding a significant subsidiary, has resigned or was dismissed; and
 - 2) There were no disagreements with the former accountant on any matter of accounting principles or policies, financial disclosures, or auditing procedure.
- (e) Ernst and Young LLP ("EY Singapore") has been appointed as the new auditors of the Group at the AGM of the Company held last 28 August 2015. Sycip Gorres Velayo & Co. ("EY Philippines") was also appointed at the said AGM as the Group's auditors in the Philippines.
- (f) The ARC reviews the scope and results of the audit and its cost effectiveness. It also ensures the independence and objectivity of the external auditors. Likewise, it reviews the non-audit services provided by the Company's external auditors. In the year in review, the ARC had reviewed the audit and non-audit services of the external auditors and was satisfied that the auditors continue to be independent.

II. FINANCIAL INFORMATION

As of the six months ended 31 October 2015

The financial statements of the Company and its subsidiaries (the "Group") as of 31 October 2015 are attached and incorporated herein by reference.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

For the first half of FY2016, the Group generated sales of US\$1.1 billion, up 14% versus the prior year period. DMFI generated US\$915.9 million or 81% of Group sales. DMFI's sales, inclusive of the

Sager Creek vegetable business, improved by 18%. Without Sager Creek, DMFI's sales grew by 8%.

The Philippine market's sales were up 11% in peso terms and 7% in US dollar terms. However, the S&W branded as well as non branded exports of packaged pineapple business were lower due to constrained supply as a result of the El Niño weather pattern.

DMFI's gross margin in the first half improved to 20.5%, much higher than the 17% in the same period last year, due to lower trade spend and favourable sales mix. Last year also included the US\$38.1 million unfavourable inventory step-up adjustment that was absent in the current first half.

DMPL ex-DMFI's gross profit grew to US\$60.1 million, and its gross margin increased to 25.2% from 22.5% due to better sales mix and cost optimisation.

DMPL's share of loss in the FieldFresh joint venture in India was significantly lower at US\$0.8 million from US\$1.2 million in the prior year period.

DMPL's net income, without DMFI was US\$8.7 million, significantly up versus prior period's US\$2.8 million mainly on optimisation of promotion spend and better sales mix.

The Group generated a net income of US\$41.3 million for the first half (with US\$33.5 million from DMFI), a complete turnaround versus prior year period's loss of US\$21.7 million mainly due to the significant improvement in DMFI's results plus the one-time favourable adjustment arising from DMFI's retirement plan amendment of US\$39.4 million and the absence of inventory step-up adjustments.

Excluding this one off gain, the Group's recurring net income would have been US\$6.0 million, still a turnaround from the loss position last year.

The Group posted an EBITDA of US\$130.5 million of which DMFI accounted for US\$97.2 million.

Key Performance Indicators

The following sets forth the explanation why certain performance ratios (i.e. current ratio, debt to equity ratio, net profit margin, return on asset, and return on equity) do not fall within the benchmarks indicated by the SEC.

A. Current Ratio

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Current Ratio	1.5167	0.9583	1.40	Minimum of 1.20

Current ratio increased primarily on Inventory builds to support the stronger second semester sales.

B. Debt to Equity

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Debt to Equity	7.189	11.6281	6.89	Maximum of 2.50

Debt ratio has significantly improved versus last year driven by successful equity offerings and improved profitability

C. Net Profit Margin

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Net Profit Margin attributable to owners of the Company	3.65%	-2.19%	-1.76%	Minimum of 3%

For the first half of FY2016, the Group generated sales of US\$1.1 billion, up 14% versus the prior year period. DMFI generated US\$915.9 million or 81% of Group sales. DMFI's sales, inclusive of the Sager Creek vegetable business, improved by 18%. Without Sager Creek, DMFI's sales grew by 8%. The DMPL Group generated a net income of US\$41.3 million for the first half (with US\$33.5 million from DMFI), a complete turnaround versus prior year period's loss of US\$21.7 million mainly due to the significant improvement in DMFI's results plus the one-time favourable adjustment arising from DMFI's retirement plan amendment of US\$39.4 million and the absence of inventory step-up adjustments.

D. Return on Asset

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Return on Asset	1.50%	-0.87%	-1.64%	Minimum of 1.21

Headwinds in the Group's net sales, improved operating results supported by increase in operating assets led to better return on assets compared to same period last year.

E. Return on Equity

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Return on Equity	12.29%	-10.95%	-12.97%	Minimum of 8%

Improvements in earnings from stronger sales from organic growth and expansion coupled with the favourable employee benefit adjustment led to improved return on equity compared to same period last year.

Material Changes in Accounts

Material increase in accounts was primarily due to the consolidation of the results of the Sager Creek. If the acquisition did not occur, movement of the accounts enumerated would not have been significant.

A. Cash and cash equivalent

Decrease in cash is mainly due to the Group's production cycle where the Group's working capital builds up. This is in preparation for the Group's second semester where sales peak around Thanksgiving and Christmas.

B. Inventories

Increase in inventory is to support the increased demand in the 2nd half of the fiscal year.

C. Property, Plant and Equipment

Increase is driven mainly on capital expenditures.

D. Intangible assets

Increase in intangibles is mainly attributed to the acquisition on Sager Creek (customer relationship and trademark, not goodwill)

E. Deferred tax assets

Increase in deferred tax assets mainly on DMFI taxable losses on the prior quarters.

G. Trade & Other Payables

Increase in trade and other payables are mainly due to purchases to support working capital builds during the quarter.

H. Financial liabilities

Increase in financial liabilities is due the additional working capital loans availed by the Group to support its production cycle. This is in preparation for the second semester of the fiscal year where demand is high. The Group is also expected to deleverage in the second semester. .

Liquidity and Covenant Compliance

The Group monitors its liquidity risk to ensure that it has sufficient resources to meet its liabilities as they become due, under both normal and stressed circumstances without incurring unacceptable losses or risk to the Group's reputation. The Group maintains a balance between continuity of cash inflows and flexibility in the use of available and collateral free credit lines from local and international banks and constantly maintains good relations with its banks, such that additional facilities, whether for short or long term requirements, may be made available.

As at 31 October 2015 and 30 April 2015, the Company is in compliance with the covenants stipulated in its loan agreements

BUSINESS OUTLOOK

DMFI's performance in the second quarter reflects the fundamentals that have been restored since the Group's acquisition, coupled with effective promotion of its products in the retail channel along with cost optimisation programs. DMFI expects to maintain the momentum in the second half of the fiscal year having established Del Monte as the brand of choice for festive occasions. As DMFI continues to unlock the growth potential of its products, accelerate its penetration of the food service sector and enter new vegetable market segments through Sager Creek, its results are expected to improve further.

The Group will continue to expand its existing branded business in Asia, through the Del Monte brand in the Philippines, where it is a dominant market leader. S&W, both packaged and fresh, will gain more traction as it leverages its distribution expansion in Asia and the Middle East, while its affiliate in India will continue to generate higher sales and maintain its positive EBITDA.

The Group has successfully laid a solid foundation from which it will execute its multi pronged strategies and growth plans in the coming quarters. Barring unforeseen circumstances, it expects to return to profitability in FY2016.

DMFI's cash flow is expected to improve in the seasonally stronger second semester with peak sales around Thanksgiving, Christmas and Easter, coupled with lower working capital needs past the production peak in October. DMFI contributes about 80% of Group performance.

As part of the Group's deleveraging plan subject to all regulatory approvals and market conditions, DMPL intends to issue US dollar denominated perpetual preference shares in the first half of 2016 in the Philippine Capital Market, to be listed on the Philippine Stock Exchange. The proposed issue will amount to US\$360 million that will result in a further improvement of the Group's leverage ratios.

III. COMPLIANCE WITH LEADING PRACTICES ON CORPORATE GOVERNANCE

Evaluation System for Compliance

The Company is committed to the highest standards of corporate governance and supports the principles of openness, integrity and accountability advocated by the SGX-ST, which are similarly upheld by the PSE and the SEC.

The Board of Directors and Management have for several years aligned the Company's governance framework with the recommendations of the revised Singapore Code of Corporate Governance which was issued on 2 May 2012 by the Monetary Authority of Singapore (the "**2012 Code**"), and for this purpose have measured its practices and policies vis-a-vis the Singapore Governance and

Transparency Index ("GTI") and more recently, the ASEAN Corporate Governance Scorecard ("ACGS").

With the Company Secretary's assistance, the Board and Management are kept continually apprised of their compliance obligations and responsibilities arising from regulatory requirements and changes. The Company also has a team that monitors and determines level of compliance of all concerned on the requirements of the 2012 Code and the ACGS, as well as the relevant regulatory authorities.

Measures Undertaken to Comply with Leading Practices on Good Corporate Governance

The Company adheres to the principles and guidelines in the 2012 Code and the ACGS. The Company's Annual Report describes the Company's corporate governance policies and practices with specific reference made to each of the principles of the 2012 Code (where stated) in compliance with the Listing Manual of the SGX-ST.

In addition, to improve the Company's score in the GTI and the ACGS, the Company has undertaken the following measures, among others:

- a) The Company has formally constituted an Audit and Risk Management Committee to recognize the committee's ongoing work and efforts relating to risk management;
- b) The Company has reconstituted the Audit and Risk Management Committee and the Remuneration and Stock Option Committee to comprise entirely of Independent Directors;
- c) The Company has imposed limits on the number of directorships and chairmanships that the Directors may hold in other listed companies;
- d) The Company has limited the % of share capital to be offered other than on a pro-rata basis in one year to 10-15% of total number of issued shares (excluding treasury shares);
- e) For increased transparency, the Notice of the Annual General Meeting ("AGM Notice") now includes the profiles of the Directors seeking re-election;
- f) The names of the Company's Internal Audit Head and the independent scrutineer are now specified in the Annual Report;
- g) The AGM Notice now includes a dividend policy and amount of dividend even if nil;
- h) The Company is formalizing a long established and practiced policy requiring the Directors to abstain in matters of conflict.
- i) The Company has adopted and implemented, and continues to strengthen, its Securities Dealings Policy (which replaces and incorporates the guidelines set out in the Best Practices on Securities Transactions adopted by the Company in 2003) to govern dealings by the Directors, Key Management Personnel and employees in the Company's securities. With this policy, the Directors, Key Management Personnel and their associates are required to seek the approval of the Chairman or the Board before dealing in the Company's shares. Directors are also required to report their dealings in the Company's shares within two (2) business days from the date of transaction.

Deviation from Compliance

- a) The NC had assessed the independence of each Director, including Directors whose tenure had exceeded nine (9) years from the date of their first appointment. In this regard, the NC had noted that Mr. Godfrey E. Scotchbrook (first appointed on 28 December 2000) would be deemed non-independent under the guidelines of the 2012 Code.

The NC had noted that Mr. Scotchbrook had demonstrated independent mindedness and conduct at Board and Board committee meetings. The NC is also of the firm view and opinion that Mr.

Scotchbrook is able in exercising independent judgment in the best interest of the Company in the discharge of his duties as Director, despite his extended tenure in office.

The NC, having reviewed the Director's judgment and conduct in carrying out his duties for the year in review, deems that Mr. Godfrey E. Scotchbrook, together with the other Independent Directors of the Company, continues to be independent.

- b) The remuneration of Directors and the CEO are disclosed in bands of S\$250,000/- with a maximum disclosure band of S\$500,000/- and above.

The remuneration of the top five (5) Key Management Personnel are similarly disclosed in bands of S\$250,000/- with a maximum disclosure band of S\$500,000/- and above.

Although the disclosure is not in full compliance with the recommendation of the 2012 Code, the Board is of the view that, given the confidentiality and commercial sensitivity attached to remuneration matters, disclosure in bands of S\$250,000/- in excess of S\$500,000/- will not be provided. In addition, for personal security reasons, the names of the Company's top five (5) Key Management Personnel are not disclosed.

Improvement on Corporate Governance Practices

To improve its corporate governance practices, the Company will carry out the following:

- a) The Company is in the process of developing and will soon implement a Board diversity policy to improve the diversity among its directors and consequently enhance decision making by the Board.
- b) The Board will also review the Company's Vision and Mission on a more frequent basis, i.e., annually.
- c) The Company will implement and disclose its process of identifying the quality of directors aligned with the Company's strategic directions.
- d) The Company will endeavour to disclose non-financial performance indicators in its Annual Report (e.g. at least 1 quantifiable non-financial performance indicator is expected. Examples include customer satisfaction index and market share, etc.)

ANNEX "C"

Del Monte Pacific Limited and its Subsidiaries

Unaudited Interim Condensed Consolidated
Financial Statements
October 31, 2015 and for the six months ended
October 31, 2015 and 2014
(With Comparative Audited Consolidated Statement of
Financial Position as at April 30, 2015)

Del Monte Pacific Limited and its Subsidiaries
Unaudited Interim Condensed Consolidated Financial Statements
For the six months ended 31 October 2015

Unaudited Interim Consolidated Statements of Financial Position

	Note	As at 31 October 2015 US\$'000	As at 30 April 2015 US\$'000
Noncurrent assets			
Property, plant and equipment	6, 14, 15	564,423	578,359
Investments in joint venture		23,802	22,590
Intangible assets and goodwill	7, 14, 15	754,719	759,700
Deferred tax assets		81,254	80,773
Other assets	8, 14, 15	28,809	28,985
Biological assets		1,412	1,446
		<u>1,454,419</u>	<u>1,471,853</u>
Current assets			
Inventories	14, 15	1,122,954	764,350
Biological assets	14, 15	125,493	127,194
Trade and other receivables	9	245,159	182,583
Prepaid and other current assets		34,536	41,689
Cash and cash equivalents	10	22,084	35,618
		<u>1,550,226</u>	<u>1,151,434</u>
Assets held for sale	17	5,801	8,113
		<u>1,550,226</u>	<u>1,159,547</u>
Total assets		<u>3,010,446</u>	<u>2,631,400</u>
Equity			
Share capital	18	19,449	19,449
Reserves		284,416	254,407
Equity attributable to owners of the Company		<u>303,865</u>	<u>273,856</u>
Non-controlling interests		63,756	59,590
Total equity		<u>367,621</u>	<u>333,446</u>
Noncurrent liabilities			
Financial liabilities	11, 14	1,464,869	1,272,945
Employee benefits		74,393	129,199
Environmental remediation liabilities		4,560	4,580
Deferred tax liabilities		1,092	1,092
Other noncurrent liabilities	12	71,955	61,163
		<u>1,616,869</u>	<u>1,468,979</u>
Current liabilities			
Trade and other payables	13	428,788	374,414
Financial liabilities	11, 14, 15	580,214	445,542
Employee benefits		15,554	7,720
Current tax liabilities		1,400	1,299
		<u>1,025,956</u>	<u>828,975</u>
Total liabilities		<u>2,642,825</u>	<u>2,297,954</u>
Total equity and liabilities		<u>3,010,446</u>	<u>2,631,400</u>

The accompanying notes form an integral part of these interim financial statements.

Del Monte Pacific Limited and its Subsidiaries
Unaudited Interim Condensed Consolidated Financial Statements
For the six months ended 31 October 2015

Unaudited Interim Consolidated Statements of Income

	Note	Six months ended 31 October	
		2015 US\$'000	2014 US\$'000
Revenue		1,131,063	993,627
Cost of sales		(883,736)	(808,170)
Gross profit		247,327	185,457
Distribution and selling expenses		(89,822)	(67,318)
General and administrative expenses		(53,362)	(104,212)
Other expenses		(7,873)	(596)
Results from operating activities		96,270	13,331
Finance income		2,204	867
Finance expense		(47,659)	(49,155)
Net finance expense		(45,455)	(48,288)
Share of loss of joint venture, net of tax		(903)	(1,246)
Profit (Loss) before taxation		49,912	(36,203)
Tax (expense) credit –current		(4,137)	(3,252)
Tax (expense) credit –deferred		(588)	15,054
Profit (Loss) for the period	16	45,187	(24,401)
Profit (Loss) attributable to:			
Non-controlling interests		3,905	(2,690)
Owners of the Company		41,282	(21,711)
Earnings per share			
Basic profit (loss) per share (US cents)	19	2.12	(1.67)
Diluted profit (loss) per share (US cents)	19	2.12	(1.67)

The accompanying notes form an integral part of these interim financial statements.

Del Monte Pacific Limited and its Subsidiaries
Unaudited Interim Condensed Consolidated Financial Statements
For the six months ended 31 October 2015

Unaudited Interim Consolidated Statements of Comprehensive Income

	Six months ended 31 October	
	2015 US\$'000	2014 US\$'000 (Restated)
Profit (Loss) for the period	45,187	(24,401)
Other comprehensive income (loss)		
Items that will not be classified to profit or loss		
Remeasurements of retirement plans	12,477	(601)
Income tax effect	(4,876)	180
	7,601	(421)
Items that will or may be reclassified subsequently to profit or loss		
Currency translation differences	(13,642)	1,466
Effective portion of changes in fair value of cash flow hedges	(8,055)	(11,019)
Income tax effect	3,061	4,187
	(18,636)	(5,366)
Other comprehensive loss for the period, net of tax	(11,035)	(5,787)
Total comprehensive income (loss) for the period	34,152	(30,188)
Total comprehensive income (loss) attributable to:		
Non-controlling interests	4,166	(3,083)
Owners of the Company	29,986	(27,105)

The accompanying notes form an integral part of these interim financial statements.

Unaudited Interim Consolidated Statements of Changes in Equity
Six months ended 31 October 2014 (Restated)

	Attributable to owners of the Company									
	Share capital	Share premium	Translation reserve	Revaluation reserve	Remeasurement of retirement plans	Hedging reserve	Share option reserve	Reserve for own shares	Retained earnings	Total equity
Group	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
2014										
At 1 May 2014	12,975	69,205	(44,874)	9,506	(4,370)	(2,422)	174	(629)	143,711	183,276
										67,603
										250,879
Total comprehensive income for the year										
Loss for the year	-	-	-	-	-	-	-	-	(21,711)	(2,690)
										(24,401)
Other comprehensive income										
Currency translation differences	-	-	1,136	-	-	-	-	-	-	1,136
Remeasurement of retirement plans	-	-	-	-	(420)	-	-	-	-	(420)
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	-	(6,110)	-	-	-	(6,110)
Total other comprehensive income										
Total comprehensive income (loss) for the period										
	-	-	1,136	-	(420)	(6,110)	-	-	(21,711)	(27,105)
										(3,083)
										(30,188)
Transactions with owners of the Company recognised directly in equity										
Contributions by and distributions to owners of the Company										
Value of employee services received for issue of share options	-	-	-	-	-	-	73	-	-	73
Issuance of new ordinary shares	55	1,970	-	-	-	-	-	-	-	2,025
Total contributions by and distributions to owners										
At 31 October 2014	13,030	71,175	(43,738)	9,506	(4,790)	(8,532)	247	(629)	122,000	158,269
										64,520
										222,789

The accompanying notes form an integral part of these interim financial statements.

Unaudited Interim Consolidated Statements of Changes in Equity (continued)
Six months ended 31 October 2015

	Attributable to owners of the Company									
	Remeasure									
	Share capital US\$'000	Share premium US\$'000	Translation reserve US\$'000	Revaluation reserve US\$'000	Retirement plans US\$'000	Hedging reserve US\$'000	Share option reserve US\$'000	Reserve for own shares US\$'000	Retained earnings US\$'000	Total equity US\$'000
Group										
2015										
At 1 May 2015	19,449	214,843	(46,342)	9,506	(17,231)	(11,722)	318	(629)	105,664	333,446
Total comprehensive income for the year										
Profit for the year	-	-	-	-	-	-	-	-	41,282	45,187
Other comprehensive income (loss)										
Currency translation differences	-	-	(13,643)	-	-	-	-	-	-	(13,643)
Remeasurement of retirement plans	-	-	-	-	6,765	-	-	-	-	6,765
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	-	(4,418)	-	-	-	(4,418)
Total other comprehensive income (loss)	-	-	(13,643)	-	6,765	(4,418)	-	-	-	(11,035)
Total comprehensive income for the period	-	-	(13,643)	-	6,765	(4,418)	-	-	41,282	34,152
Transactions with owners of the Company recognised directly in equity										
Contributions by and distributions to owners of the Company										
Value of employee services received for issue of share options	-	-	-	-	-	-	79	-	-	79
Transaction cost from issue of ordinary shares	-	7	-	-	-	-	-	-	-	7
Acquisition of treasury shares	-	-	-	-	-	-	-	(63)	-	(63)
Total contributions by and distributions to owners	-	7	-	-	-	-	79	(63)	-	23
At 31 October 2015	19,449	214,850	(59,985)	9,506	(10,466)	(16,140)	397	(692)	(146,946)	367,621

The accompanying notes form an integral part of these interim financial statements.

Del Monte Pacific Limited and its Subsidiaries
Unaudited Interim Condensed Consolidated Financial Statements
For the six months ended 31 October 2015

Unaudited Interim Consolidated Statements of Cash Flows

	Six months ended 31 October	
	2015	2014 (Restated)
	US\$'000	US\$'000
Cash flows from operating activities		
Profit (loss) for the period	45,187	(24,401)
Adjustments for:		
Depreciation of property, plant and equipment	28,903	24,000
Amortisation of intangible assets	4,980	3,594
Reversal of impairment loss on property, plant and equipment	(238)	(260)
Loss on disposal of property, plant and equipment	277	147
Equity-settled share-based payment transactions	79	73
Share of loss of joint venture, net of tax	903	1,246
Finance income	(2,204)	(867)
Finance expense	47,659	49,155
Remeasurement of retirement benefits reserve	(39,422)	-
Tax expense/ (credit)	4,725	(11,802)
	<u>90,849</u>	<u>40,885</u>
Changes in:		
Other assets	(3,553)	(316)
Inventories	(359,439)	(221,445)
Biological assets	(3,998)	(3,273)
Trade and other receivables	(54,310)	(63,980)
Prepaid and other current assets	7,153	30,793
Trade and other payables	41,568	64,828
Employee benefits	4,638	31,919
Operating cash flows	<u>(277,092)</u>	<u>(120,589)</u>
Taxes paid	(1,829)	(2,212)
Net cash flows used in operating activities	<u>(278,921)</u>	<u>(122,801)</u>
Cash flows from investing activities		
Interest received	152	143
Proceeds from disposal of property, plant and equipment	526	254
Purchase of property, plant and equipment	(22,567)	(23,787)
Additional investment in joint venture	(1,102)	(497)
Net cash flows used in investing activities	<u>(22,991)</u>	<u>(23,887)</u>
Cash flows from financing activities		
Interest paid	(40,752)	(35,897)
Proceeds from borrowings	687,561	245,644
Repayment of borrowings	(355,540)	(62,006)
Acquisition of treasury shares	(63)	-
Proceeds from issuance of new shares	-	2,025
Net cash flows provided by financing activities	<u>291,206</u>	<u>149,766</u>
Net (decrease) increase in cash and cash equivalents	(10,706)	3,078
Cash and cash equivalents at 1 May	35,618	28,401
Effect of exchange rate changes on balances held in foreign currency	(2,828)	445
Cash and cash equivalents at 31 October	<u>22,084</u>	<u>31,924</u>

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The accompanying notes form an integral part of these interim financial statements.

Selected Notes to the Unaudited Interim Condensed Consolidated Financial Statements

1. Domicile and activities

Del Monte Pacific Limited (the "Company") was incorporated in the British Virgin Islands on 27 May 1999 under the International Business Companies Ordinance, Chapter 291 of the laws of the British Virgin Islands, as an international business company. On 2 August 1999, the Company was admitted to the Official List of the Singapore Exchange Securities Trading Limited ("SGX-ST"). On 10 June 2013, the Company was also listed on the Philippine Stock Exchange ("PSE"). The registered office of the Company is located at Craigmuir Chambers, Road Town, Tortola, British Virgin Islands.

The principal activity of the Company is that of investment holding. Its subsidiaries are principally engaged in growing, processing, developing, manufacturing, marketing, distributing and selling packaged fruits and vegetables, canned and fresh pineapples, pineapple concentrate, tropical mixed fruit, tomato-based products, broth and certain other food products mainly under the brand names of "Del Monte", "S&W", "Contadina", "College Inn" and other brands.

The immediate holding company is NutriAsia Pacific Limited whose ultimate shareholders are NutriAsia Inc and Well Grounded Limited, which at 31 October 2015 held 57.8% and 42.2% (30 April 2014: 57.8% and 42.2%) interest in NutriAsia Pacific Limited respectively, through their intermediary company, NutriAsia Holdings Limited. NutriAsia Pacific Limited, NutriAsia Inc and Well Grounded Limited are incorporated in the British Virgin Islands.

The financial statements of the Group as at and for the year ended 31 October 2015 comprise the Company and its subsidiaries (together referred to as the 'Group' and individually as 'Group entities') and the Group's interests in joint ventures.

2. Basis of preparation

2.1 Statement of compliance

The accompanying unaudited interim condensed consolidated financial statements as at October 31, 2015 and for the six months ended October 31, 2015 and 2014 have been prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. The unaudited interim condensed consolidated financial statements do not include all of the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the 2015 annual audited consolidated financial statements, comprising the consolidated financial statements of financial position as at April 30, 2015 and 2014 and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the year ended April 30, 2015, four months ended April 30, 2014 and year ended December 31, 2013.

2.2 Basis of measurement

The accompanying financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

2.3 Functional and presentation currency

These financial statements are presented in United States ("US") dollars, which is the Company's functional currency. All financial information presented in US dollars has been rounded to the nearest thousand, unless otherwise stated.

2.4 Use of estimates and judgments

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

3. Significant accounting policies

The accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's 2015 annual consolidated financial statements, except for the adoption of the following amendments effective beginning May 1, 2015, which did not have significant impact to the Group:

- Amendments to Philippine Accounting Standards (PAS) 19, "Employee Benefits – Defined Benefit Plans: Employee Contributions"
- Annual Improvements to PFRS (2010 to 2012 cycle)
- Annual Improvements to PFRS (2011 to 2013 cycle)

3.1 Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the exchange rate at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on retranslation are recognised in the income statement, except for differences which are recognised in Other Comprehensive Income (OCI) arising on the retranslation of qualifying cash flow hedges to the extent the hedge is effective.

(ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to US dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to US dollars at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and presented in the foreign currency translation reserve (translation reserve) in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to the income statement.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the translation reserve in equity.

(iii) Foreign operation in hyperinflationary economy

Financial statements of a foreign entity with a functional currency of a country that has a highly inflationary economy, are restated to reflect changes in the general price level or index in that country before translation into US Dollars.

In adjusting for hyperinflation, a general price index is applied to all non-monetary items in the financial statements (including equity) and the resulting gain or loss, which is the gain or loss on the entity's net monetary position, is recognised in the income statement. Monetary items in the closing statement of financial position, which are defined as money held and items to be received or paid in money, are not adjusted.

3.2 Intangible assets

(i) Indefinite life trademarks

Intangible assets are measured at cost less accumulated impairment losses.

(ii) Amortisation

Amortisation is calculated based on the cost of the asset, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill and, from the date that they are available for use. The estimated useful lives for the current period and comparative years are as follows:

Trademarks	- 10 to 40 years
Customer relationships	- 8 to 20 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

3.3 Financial instruments

(i) Non-derivative financial assets

The Group initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Non-derivative financial assets comprise of loans and receivables.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise trade and other receivables, and cash and cash equivalents.

Cash and cash equivalents

Cash and cash equivalents comprise bank balances and cash on hand.

(ii) Non-derivative financial liabilities

Financial liabilities are recognised initially on the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Non-derivative financial liabilities comprise financial liabilities, and trade and other payables.

(iii)

Derivative financial instruments, including hedge accounting

The Group uses derivative financial instruments for the purpose of managing risks associated with interest rates, currencies, transportation and certain commodities. The Group does not trade or use instruments with the objective of earning financial gains on fluctuations in the derivative instrument alone, nor does it use instruments where there are not underlying exposures. All derivative instruments are recorded in the statement of financial position at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether the instrument has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, the Group designates the hedging instrument based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation.

On initial designation of the derivative as the hedging instrument, the Group formally documents the relationship between the hedging instrument and the hedged item, including the risk management objectives and strategy in undertaking the hedge transaction and the hedged risk, together with the methods that will be used to assess the effectiveness of the hedging relationship. The Group makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, of whether the hedging instruments are expected to be 'highly effective' in offsetting the changes in the fair value or cash flows of the respective hedged items attributable to the hedged risk, and whether the actual results of each hedge are within a range of 80 - 125%. For a cash flow hedge of a forecast transaction, the transaction should be highly probable to occur and should present an exposure to variations in cash flows that could ultimately affect reported profit or loss.

Derivatives are recognised initially at fair value; any directly attributable transaction costs are recognised in the income statement as they are incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the income statement.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and accumulated in the hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the income statement.

The amount accumulated in equity is retained in other comprehensive income and reclassified to profit or loss in the same period or periods during which the hedged item affects profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. If the forecast transaction is no longer expected to occur, then the amount accumulated in equity is reclassified to the income statement.

3.4 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(i) Environment remediation liabilities

In accordance with the Group's environment policy and applicable legal requirements, a provision for environmental remediation obligations and the related expense, is recognised when such losses are probable and the amounts of such losses can be estimated reliably. Accruals for estimated losses for environmental remediation obligations are recognised no later than the completion of the remedial feasibility study. Such accruals are adjusted as further information develops or circumstances change.

4. Operating segments

Geographical segments

Americas

Reported under the Americas segment are sales and profit on sales in USA, Canada, and Mexico. Majority of this segment's sales are principally sold under the Del Monte brand but also under the Contadina, S&W, College Inn and other brands. This segment also includes sales of private label food products. Sales across various channels include retail markets, as well as to the United States military, certain export markets, the food service industry and other food processors.

Asia Pacific

Reported under Asia Pacific are sales and profit on sales in the Philippines, comprising primarily of Del Monte branded packaged products, including Del Monte traded goods; S&W products in Asia both fresh and packaged; and Del Monte packaged products from the Philippines into Indian subcontinent as well as unbranded Fresh and packaged goods.

Europe

Included in Europe segment are sales of unbranded products in Europe.

Product segments

Packaged fruit and vegetable

The Packaged fruit and vegetable segment includes sales and profit of processed fruit and vegetable products under the Del Monte and S&W brands, as well as buyer's labels, that are packaged in different formats such as can, plastic cup, pouch and aseptic bag. Key products under this segment are canned beans, peaches and corn sold in the United States and canned pineapple and tropical mixed fruit in Asia Pacific.

Beverage

Beverage includes sales and profit of 100% pineapple juice in can, juice drinks in various flavours in can, tetra and PET packaging, and pineapple juice concentrate.

Culinary

Culinary includes sales and profit of packaged tomato-based products such as ketchup, tomato sauce, pasta sauce, recipe sauce, pizza sauce, pasta, broth and condiments under four brands namely Del Monte, S&W, College Inn and Contadina.

Fresh fruit and others

Fresh fruit and others include sales and profit of S&W branded fresh pineapples in Asia Pacific and buyer's label or non-branded fresh pineapples in Asia, and sales and profit of cattle in the Philippines. The cattle operation helps in the disposal of pineapple pulp, a residue of pineapple processing which is fed to the animals. This would also include non branded sales to South America.

The Group allocated certain overhead and corporate costs to the various product segments based on sales for each segment relative to the entire Group.

Segment assets

Segment assets consist primarily of property, plant and equipment, intangible assets, trade and other receivables, biological assets, inventories and investments in joint ventures.

The Group revised its segment reporting to show the packaged fruit and packaged vegetable categories separately.

Information about reportable segments

	Americas		Asia Pacific		Europe and Middle East		Total	
	Six months ended		Six months ended		Six months ended		Six months ended	
	31 October		31 October		31 October		31 October	
	2015	2014	2015	2014	2015	2014	2015	2014
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Revenue								
Packaged fruit	321,310	323,071	41,125	48,093	8,671	10,011	371,106	381,175
Packaged vegetable	431,113	270,502	1,030	948	—	—	432,143	271,450
Beverage	13,827	15,183	66,621	60,223	4,271	4,270	84,719	79,676
Culinary	149,796	135,572	64,431	60,087	—	75	214,227	195,734
Others	11	35,176	28,857	30,416	—	—	28,868	65,592
Total	916,057	779,504	202,064	199,767	12,942	14,356	1,131,063	993,627
Gross profit								
Packaged fruit	58,722	50,454	8,695	10,152	1,783	818	69,200	61,424
Packaged vegetable	97,998	49,801	258	244	—	—	98,256	50,045
Beverage	2,266	774	16,560	13,913	443	175	19,269	14,862
Culinary	30,618	23,816	23,728	22,232	—	—	54,346	46,048
Others	(4)	7,744	6,260	5,334	—	—	6,256	13,078
Total	189,600	132,589	55,501	51,875	2,226	993	247,327	185,457
Share of joint venture, net of tax								
Packaged fruit	—	—	(123)	(178)	—	—	(123)	(178)
Packaged vegetable	—	—	(147)	(228)	—	—	(147)	(228)
Beverage	—	—	(74)	(107)	—	—	(74)	(107)
Culinary	—	—	(492)	(687)	—	—	(492)	(687)

Del Monte Pacific Limited and its Subsidiaries
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Fresh fruit and others	–	–	(67)	(46)	–	–	(67)	(46)
Total	–	–	(903)	(1,246)	–	–	(903)	(1,246)

Profit/(Loss) before taxation

Packaged fruit	3,064	(21,227)	2,137	2,752	1,045	(222)	6,246	(18,697)
Packaged vegetable	24,222	(13,902)	(31)	(101)	–	–	24,191	(14,003)
Beverage	(610)	(2,092)	5,930	4,427	133	(215)	5,453	2,120
Culinary	2,604	(12,622)	10,716	11,266	–	–	13,320	(1,356)
Others	(2,732)	(4,302)	3,434	2,147	–	–	702	(2,155)
Total	26,548	(54,145)	22,186	20,491	1,178	(437)	49,912	(34,091)

	Americas		Asia Pacific		Europe and Middle East		Total	
	31 October 2015	30 April 2015	31 October 2015	30 April 2015	31 October 2015	30 April 2015	31 October 2015	30 April 2015
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Reportable segment assets	2,547,877	2,146,925	449,942	452,573	12,627	31,902	3,010,446	2,631,400
Reportable segment liabilities	1,812,069	1,520,878	815,101	765,527	15,655	11,549	2,642,825	2,297,954
Capital expenditure	16,282	76,256	6,285	19,193	–	–	22,567	95,449

Reconciliation of profit before tax per operating segment and consolidated profit and loss

	Six months ended 31 October 2015	Six months ended 31 October 2014
Profit/(Loss) before taxation per operating segment	49,912	(34,091)
Unallocated amounts:		
- acquisition related costs	–	(2,112)
Profit/(Loss) before taxation as reported	49,912	(36,203)

Major customer

Revenues from a major customer of the Americas segment for the quarter end 31 October 2015 and 2014 amounted to US\$295.0 million, representing 26% and 30% of the total revenue, respectively.

5. Seasonality of operations

The Group's business is subject to seasonal fluctuations as a result of increased demand during the end of year festive season. For Americas, products are sold heavily during the Thanksgiving and Christmas seasons.

The Group operates 17 production facilities in the U.S., Mexico, Philippines and Venezuela. Fruit plants are located in California and Washington in the United States and Philippines, most of its vegetable plants are located in the U.S. Midwest and its tomato plants are located in California and Indiana.

The US Consumer Food Business has a seasonal production cycle that generally runs between the months of June and October. This seasonal production primarily relates to the majority of processed fruit, vegetable and tomato products, while some of its processed fruit and tomato products and its *College Inn* broth products are produced throughout the year. Additionally, the Consumer Food Business has contracts to co-pack certain processed fruit and vegetable products for other companies.

6. Property, plant and equipment

During the six months ended 31 October 2015, the Group acquired assets with a cost of US\$22.6 million (six months ended 31 October 2014: US\$23.8 million). There was no significant disposal of property, plant and equipment in the six months ended 31 October 2015 and 31 October 2014.

7. Intangible assets and goodwill

Goodwill

Goodwill arising from the acquisition of DMFI was allocated to DMFI and its subsidiaries, which is considered as one cash generating unit ("CGU").

Indefinite life trademarks

The indefinite life trademarks arising from the acquisition of DMFI relate to those of DMFI for the use of the "Del Monte" trademark in the United States and South America market, and the "College Inn" trademark in the United States, Australia, Canada and Mexico. As at 31 October 2015, the carrying amounts of the trademarks with indefinite useful lives are US\$394.0 million (30 April 2015: US\$394.0 million). Management has designated these assets as having indefinite useful lives as the Group has exclusive access to the use of these trademarks on a royalty free basis.

The indefinite life trademarks are included in the DMFI CGU containing goodwill for the impairment assessment as described above.

Amortisable trademarks

	Net carrying amount			Remaining amortisation period (years)		
	31 October 2015	30 April 2015	30 April 2014	31 October 2015	30 April 2015	30 April 2014
	US\$'000	US\$'000	US\$'000			
America Contadina trademark	20,147	20,697	21,797	18.3	18.8	19.8
Sager Creek trademarks	11,006	11,743	–	11.4	11.9	–
Asia S&W trademark	8,082	8,216	8,484	32.2	32.7	33.7
Indian sub-continent trademark	4,016	4,111	4,301	21.2	21.7	22.7
The Philippines trademarks	1,717	1,773	1,887	15.2	15.7	16.7
America S&W trademark	1,663	1,763	1,963	8.3	8.8	9.8
	<u>46,631</u>	<u>48,303</u>	<u>38,432</u>			

Indian sub-continent trademark

In November 1996, a subsidiary, DMPRL, entered into a sub-license agreement with an affiliated company to acquire the exclusive right to use the "Del Monte" trademark in the Indian sub-continent territories in connection with the production, manufacture, sale and distribution of food products and the right to grant sub-licences to others ("Indian sub-continent trademark"). This led to the acquisition of a joint venture, FFPL in 2007 and the grant of trademarks to FFPL to market the company's product under the "Del Monte" brand name.

The Indian sub-continent trademark and the investment in FFPL were allocated to Indian sub-continent CGU.

The Philippines trademarks

A subsidiary, Dewey, owns the "Del Monte" and "Today's" trademarks for use in connection with processed foods in the Philippines ("The Philippines trademarks").

Management has reviewed for indicators of impairment for the Philippines trademarks and concluded that no indication of impairment exist at the reporting date.

Asia S&W trademark

In November 2007, a subsidiary, S&W Fine Foods International Limited, entered into an agreement with Del Monte Corporation to acquire the exclusive right to use the “S&W” trademark in Asia (excluding Australia and New Zealand), the Middle East, Western Europe, Eastern Europe and Africa for a total consideration of US\$10.0 million.

Management has reviewed for indicators of impairment for the Asia “S&W” trademark and concluded that no indication of impairment exist at the reporting date.

America trademarks

The amortisable trademarks relate to the exclusive right to use of the “S&W” trademark in the United States, Canada, Mexico and certain countries in Central and South America and “Contadina” trademark in the United States, Canada, Mexico South Africa and certain countries in Asia Pacific, Central America, Europe, Middle East and South America market.

Management has included these trademarks in the DMFI CGU impairment assessment and concluded that no impairment exists at the reporting date.

Sager Creek trademarks

The trademarks were acquired when the Group acquired the Sager Creek business in March 2015. Sager Creek’s well-known brands include Veg-All, Freshlike, Popeye, Princella and Allens’, among others. Given that the acquisition was recent, no impairment indicators exist at reporting date.

Customer relationships

Customer relationships relate to the network of customers where DMFI and Sager Creek has established relationships with the customers, particularly in the United States market through contracts.

	Net carrying amount			Remaining amortisation period (years)		
	31 October 2015 US\$'000	30 April 2015 US\$'000	30 April 2014 US\$'000	31 October 2015	30 April 2015	30 April 2014
DMFI customer relationships	97,988	100,663	105,996	18.3	18.8	19.8
Sager Creek customer relationships	12,668	13,302	–	7.4	7.9	–
	<u>110,656</u>	<u>113,965</u>	<u>105,996</u>			

Management has included the DMFI customer relationships in the DMFI CGU impairment assessment and concluded no impairment exist at the reporting date.

Goodwill, indefinite life trademarks and customer relationship have no impairment indication at reporting date.

Estimating useful lives of amortisable trademarks and customer relationships

The Group estimates the useful lives of its amortisable trademarks and customer relationships based on the period over which the assets are expected to be available for use. The estimated useful lives of the trademarks and customer relationships are reviewed periodically and are updated if expectations differ from previous estimates due to legal or other limits on the use of the assets. A reduction in the estimated useful lives of amortisable trademarks and customer relationships would increase recorded amortisation expense and decrease non-current assets.

8. Other assets

	31 October 2015 US\$'000	30 April 2015 US\$'000
Advances to growers	11,152	9,333
Excess insurance	7,335	7,083
Advance rentals and deposits	5,143	8,285
Land expansion (development costs of acquired leased areas)	2,500	2,404
Prepayments, non-current	1,506	1,561
Others	1,173	319
	28,809	28,985

Excess insurance relate mainly to reimbursements from insurers to cover the workers' compensation.

Land expansion comprises development costs of newly acquired leased areas including costs such as creation of access roads, construction of bridges and clearing costs. These costs are amortised on a straight-line basis over the lease periods of 10 years.

9. Trade and other receivables

	31 October 2015 US\$'000	30 April 2015 US\$'000
Trade receivables, net	222,174	175,033
Nontrade receivables	16,972	1,537
Amounts due from joint venture (non-trade)	6,013	6,013
Trade and other receivables	245,159	182,583

The amounts due from subsidiaries and joint venture are unsecured, interest-free and repayable on demand. There is no allowance for doubtful debts arising from these outstanding balances.

The ageing of loans and receivables at the reporting date is:

	31 October 2015		30 April 2015	
	Gross US\$'000	Impairment losses US\$'000	Gross US\$'000	Impairment losses US\$'000
Not past due	172,493	(42)	130,003	(6)
Past due 0 - 60 days	53,392	—	32,072	—
Past due 61 - 90 days	6,953	—	4,240	(26)
Past due 91 - 120 days	10,495	—	7,347	—
More than 120 days	4,153	(2,285)	11,564	(2,611)
	247,486	(2,327)	185,226	(2,643)

The recorded impairment loss falls within the Group's historical experience in the collection of accounts receivables. Therefore, management believes that there is no significant additional credit risk beyond what has been recorded.

10. Cash and cash equivalents

	31 October 2015 US\$'000	30 April 2015 US\$'000
Cash and cash equivalents	22,084	35,618

Cash and cash equivalents comprise cash balances. Certain of the cash and bank balances earn interest at floating rates based on daily bank deposit rates ranging from 0.01% to 0.45% (30 April 2015: 0.01% to 0.45%) per annum.

11. Financial liabilities

	31 October 2015 US\$'000	30 April 2015 US\$'000
Current liabilities		
Unsecured bank loans	218,847	347,180
Secured bank loans	361,367	98,362
	<u>580,214</u>	<u>445,542</u>
Non-current liabilities		
Unsecured bank loans	540,919	348,250
Secured bank loans	923,950	924,695
	<u>1,464,869</u>	<u>1,272,945</u>
	<u>2,045,083</u>	<u>1,718,487</u>

Terms and debt repayment schedule

Terms and conditions of outstanding loans and borrowings are as follows:

Group	Currency	Nominal interest rate %	Year of maturity	31 October 2015		30 April 2015	
				Face value US\$'000	Carrying amount US\$'000	Face value US\$'000	Carrying amount US\$'000
Unsecured bank loans	PHP	2.00-4.73	2015	110,541	110,541	110,984	110,984
Unsecured bank loans	USD	1.15-2.50	2015	172,326	172,326	133,566	133,566
Unsecured bridging loans	USD	2.13-4.15 90 days LIBOR	2017	130,000	129,143	104,000	102,630
Unsecured bank loan	USD	+3.25%	2017	350,000	347,755	350,000	348,249
Secured bank loan under ABL Credit Agreement	USD	Libor +3.25% Higher of Libor +3.25% or 4.25%	2019- 2022	361,581	357,476	99,000	94,488
Secured First lien term loan	USD	Higher of Libor + 7.25% or 8.25%	2022	697,575	678,909	701,125	680,588
Secured Second lien term Loan	USD		2022	260,000	248,933	260,000	247,982
				<u>2,082,023</u>	<u>2,045,083</u>	<u>1,758,675</u>	<u>1,718,487</u>

New Loan Availment

The group financial liabilities increased by \$326 million driven by DMPL Company long term debt of US\$ 130MM mainly for refinancing of short term debt to long term debt.

DMFI loan under an ABL Credit Agreement (a senior secured asset-based revolving facility) to be used for working capital needs and general corporate purposes (the "ABL Facility") also increased from US\$ 99 million to US\$ 361 million as of October 31, 2015.

Long Term Borrowings

Long Term Borrowings (In Thousand)	Principal Amount	Interest Rate	Maturity	Payment Terms (e.g. annually, quarterly, etc.)	Interest already paid May 1, 2015 to Oct. 31, 2015
Senior secured variable rate first lien term loan	USD 710,000	Higher of Libor +3.25% or 4.25%	2021	0.25% quarterly principal payments from April 30, 2014 to January 31, 2021; Balance due in full at its maturity, February 18, 2021.	USD 14,842
Senior secured second lien variable rate term loan	USD 260,000	Higher of Libor + 7.25% or 8.25%	2021	Due in full at its maturity, August 18, 2021.	USD 10,725
BDO bridging facility	USD 350,000	90d Libor + 3.5% margin	2017	Quarterly interest payment and principal on maturity date.	USD 6,501
BDO Long-Term Loan	USD 30,000	4.50%	2020	Quarterly interest payment and principal on maturity date.	USD -
BDO Long-Term Loan	USD 100,000	4.50%	2020	Quarterly interest payment and principal on maturity date.	USD -
BDO Long-Term Loan	PHP 3,000,000	3.5% for the first 60 days; 4.5% for the remaining term + 5% GRT	2020	Quarterly interest payment and principal on maturity date.	PHP 18,375

12. Other noncurrent liabilities

	31 October 2015 US\$'000	30 April 2015 US\$'000
Workers' compensation	33,487	32,101
Derivative liabilities	29,068	20,090
Deferred rental liabilities	5,327	5,823
Accrued lease liabilities	1,724	1,588
Other payables	2,349	1,561
	71,955	61,163

13. Trade and other payables

	31 October 2015 US\$'000	30 April 2015 US\$'000
Trade payables	291,197	226,445
Accrued operating expenses	75,105	97,429
Accrued payroll expenses	52,475	38,122
Value added tax payable	1,532	-
Withheld from employees (taxes and social security cost)	1,946	6,214
Derivative liabilities	2,464	1,003
Other payables	4,069	5,201
	428,788	374,414

14. Accounting classification and fair values

Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows:

	<i>Note</i>	Loans and receivables US\$'000	Derivatives US\$'000	Other financial liabilities US\$'000	Total carrying amount US\$'000	Fair value US\$'000
Group						
30 October 2015						
Cash and cash equivalents	10	22,084	–	–	22,084	22,084
Trade and other receivables	9	245,159	–	–	245,159	245,159
Assets held for sale		5,801			5,801	5,801
		273,044	–	–	273,044	273,044
Financial liabilities	11	–	–	2,045,083	2,045,083	2,014,220
Trade and other payables	13	–	2,464	426,324	428,788	428,788
Derivative liabilities	12	–	29,068	–	29,068	29,068
		–	31,532	2,471,407	2,502,939	2,472,076
30 April 2015						
Cash and cash equivalents	10	35,618	–	–	35,618	35,618
Trade and other receivables	9	182,583		–	182,583	182,583
Prepaid and other current assets		–	818	–	818	818
Assets held for sale		8,113	–	–	8,113	8,113
		226,314	818	–	227,132	227,132
Financial liabilities	11	–	–	1,718,487	1,718,487	1,712,728
Trade and other payables	13	–	1,003	373,411	374,414	374,414
Derivative liabilities	12	–	20,090	–	20,090	20,090
		–	21,093	2,091,898	2,112,991	2,107,232

15. Determination of fair values

Fair value hierarchy

The table below analyses recurring non-financial assets carried at fair value. The different levels are defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

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For purposes of the fair value disclosure, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

	October 30, 2015			April 30, 2015		
	Level 1	Level 2	Totals	Level 1	Level 2	Totals
Financial Assets						
Derivative Assets	—	—	—	818	—	818
Non-financial assets						
Fair value of agricultural produce harvested	43,913	—	43,913	94,600	—	94,600
Assets held for sale	5,801	—	5,801	8,113	—	8,113
Financial liabilities						
Derivative Liabilities	29,798	—	29,798	21,093	—	21,093

During the period, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

Determination of fair values of financial assets

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods.

Financial instruments measured at fair value

Type	Valuation technique
Forward exchange contracts	Market comparison technique: The fair values are based on brokers' quotes. Fair values reflect the credit risk of the instrument and include adjustments to take into account the credit risk of the Group and counterparty when appropriate.
Interest rate swaps	Market comparison technique: The fair values are calculated using a discounted cash flow analysis based on terms of the swap contracts and the observable interest rate curve.
Commodities contracts	Market comparison technique: The commodities are traded over-the-counter and are valued based on the Chicago Board of Trade quoted prices for similar instruments in active markets or corroborated by observable market data available from the Energy Information Administration. The values of these contracts are based on the daily settlement prices published by the exchanges on which the contracts are traded.

Financial instruments not measured at fair value

Type	Valuation technique
Financial liabilities	The fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date (Level 3). The fair value of the loan is based on the discounted value of expected future cash flows using risk free rates and credit spread ranging from 2.84% to 8.98%.
Other financial assets and liabilities	The notional amounts of financial assets and liabilities with maturity of less than one year (including trade and other receivables, cash and cash equivalents, and trade and other payables) are, because of the short period to maturity, assumed to approximate their fair values. All other financial assets and liabilities are discounted to determine their fair values.

Non-financial assets

The valuation techniques used for measuring the fair value of material assets acquired in both Sager Creek acquisition and DMFI were as follows:

Assets	Valuation technique
Property, plant and equipment	Market comparison technique and cost technique: The valuation model considered quoted market prices for similar items when available, and depreciated replacement cost as appropriate.
Assets held for sale	Market comparison technique: The fair values are based on brokers' quotes or assessments.
Trademarks	Relief-from-royalty method: The relief-from-royalty method considers the discounted estimated royalty payments that are expected to be avoided as result of the patents or trademarks being owned.
Customer relationship	Multi-Period Excess Earnings Method: Multi-Period Excess Earnings Method considers the present value of the incremental after-tax cash flows specific to the intangible asset after deducting contributory asset charges.
Inventories	Market comparison technique: The fair value was determined based on the estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

Other non-financial assets

Assets	Valuation technique	Significant unobservable inputs
Freehold land	<p>The fair value of freehold land is determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued (Level 3).</p> <p>The valuation method used is sales comparison approach. This is a comparative approach that consider the sales of similar or substitute properties and related market data and establish a value estimate by involving comparison.</p>	The unobservable inputs used to determine market value are the net prices, sizes, property location and market values. Other factors considered to determine market value are the desirability, neighbourhood, utility, terrain, and the time element involved.
Harvested crops – sold as fresh fruit	The fair values of harvested crops are based on the most reliable estimate of market prices, in both local and international markets at the point of harvest. The market price is derived from average sales price of the fresh fruit adjusted for margin and costs to sell.	The unobservable inputs are estimated future pineapple gross margin per ton specific for fresh products, estimated pineapple yield per hectare, estimated pineapple fruit recovery.
Harvested crops – used in processed products	The fair values of harvested crops are based on the most reliable estimate of market prices, in both local and international markets at the point of harvest. The market price is derived from average sales price of the processed product (concentrates, pineapple beverages, sliced pineapples, etc) adjusted for margin and associated costs related to production.	The unobservable inputs are estimated future pineapple gross margin per ton specific for processed products, estimated pineapple yield per hectare, estimated pineapple fruit recovery.

16. Profit/(Loss) for the period

The following items have been included in arriving at loss for the period:

	Six months ended 31 October	
	2015 US\$'000	2014 US\$'000
Allowance for inventory obsolescence	464	958
Impairment/(reversal) of allowance for doubtful receivables (trade)	222	(2,455)
Amortisation of intangible assets	4,980	3,594
Depreciation of property, plant and equipment	28,903	24,000

17. Assets held for sale

In March 2015, management committed to a plan to sell part of the assets of Sager Creek. Accordingly, these assets are presented as assets held for sale. Efforts to sell the assets have started and a sale is expected within twelve months.

	31 October 2015 US\$'000	30 April 2015 US\$'000
Property, plant and equipment	5,801	8,113
Assets held for sale	<u>5,801</u>	<u>8,113</u>

There is no cumulative income or expenses included in other comprehensive income relating to the assets held for sale.

18. Share capital

	31 October 2015		30 April 2015	
	No. of shares	US\$'000	No. of shares	US\$'000
Ordinary shares				
Authorised:				
Ordinary shares of US\$0.01 each	3,000,000	30,000	3,000,000	30,000
Issued and fully paid:				
In issue at beginning of the year/period	1,944,935	19,449	1,297,500	12,975
Issued for cash	–	–	647,435	6,474
	<u>1,944,935</u>	<u>19,449</u>	<u>1,944,935</u>	<u>19,449</u>
Preference shares				
Authorised:				
Preference shares of US\$1 each	600,000	600,000	600,000	600,000
Issued:				
At 1 May and 31 January	–	–	–	–

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

In April 2014, the Company increased its authorised share capital from US\$20.0 million, divided into 2,000,000,000 ordinary shares at US\$0.01 per share, to US\$630.0 million, divided into 3,000,000,000 ordinary shares at US\$0.01 per share and 600,000,000 preference shares at US\$1.00 per share. The preference shares may be issued in one or more series, each such class of shares will have rights and restrictions as the Board of Directors may designate. The terms and conditions of the authorised preference share will be finalised upon issuance.

Total shares outstanding were at 1,943,737,506 as of 31 October 2015 (31 October 2014: 1,302,100,071). The Group successfully placed out 5.5 million ordinary shares in the Philippines on 30 October 2014 and successfully completed a Rights Issue in March 2015 resulting to new shares of 641,935,335. Share capital increased to US\$19.5 million (31 October 2014: US\$13.0 million). Market price options and share awards were granted pursuant to the Company's Executive Stock Option Plan and Restricted Share Plan.

The number of shares issued includes 1,198,320 shares held by the Company as treasury shares as at 31 October 2015 (31 October 2014: 900,420). There was no sale, disposal and cancellation of treasury shares during the period and as at 31 October 2015.

The Company bought back an additional 523,400 shares in November which increased treasury shares to 1,721,720 shares and reduced outstanding shares to 1,943,214,106.

Capital management

The Board's policy is to maintain a sound capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group's capital comprises its share capital and reserves. The Board of Directors monitors the return on capital, which the Group defines as profit or loss for the year divided by total shareholders' equity. The Board also monitors the level of dividends paid to ordinary shareholders.

The bank loans of the Group contain various capital covenants with respect to capital maintenance and ability to incur additional indebtedness. The Board ensures that loan covenants are considered as part of its capital management through constant monitoring of covenant results through interim and full year results.

There were no changes in the Group's approach to capital management during the year.

19. Earnings per share

Basic and diluted earnings per share are calculated by dividing the net profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	Six months ended 31 October	
	2015	2014
Basic profit (loss) per share is based on:		
Profit/(loss) for the period attributable to owners of the Company (US\$'000)	41,282	(21,711)
Basic weighted average number of ordinary shares ('000):		
Issued ordinary shares at 1 May	1,944,035	1,296,600
Effect of own shares held	(37)	—
Effect of shares issued during the year	—	30
Weighted average number of ordinary shares at end of period (basic)	1,943,998	1,296,630
Basic profit/(loss) per share (in US cents)	2.12	(1.67)

For the purpose of calculation of the diluted earnings per ordinary share, the weighted average number of ordinary shares in issue is adjusted to take into account the dilutive effect arising from ESOP and Del Monte Pacific RSP, with the potential ordinary shares weighted for the period outstanding.

	Six months ended 31 October	
	2015	2014
Diluted profit (loss) per share is based on:		
Profit/(loss) for the period attributable to owners of the Company (US\$'000)	41,282	(21,711)
Diluted weighted average number of shares ('000):		
Weighted average number of ordinary shares (basic)	1,943,998	1,296,630
Effect of share options on issue	746	—
Weighted average number of ordinary issued and potential shares assuming full conversion	1,944,744	1,296,630
Diluted profit/(loss) per share (in US cents)	2.12	(1.67)

The potential ordinary shares issuable under the Del Monte RSP were excluded from the diluted weighted average number of ordinary shares calculation because their effect would decrease the loss per share and have an anti-dilutive effect.

20. Commitments and contingencies

Operating lease commitments

The Group leases certain property, equipment and office and warehouse facilities. At the reporting date, the Group have commitments for future minimum lease payments under non-cancellable operating leases at approximately US\$242.3 million.

The leases typically run for an initial period of 2 to 25 years, with an option to renew the lease after that date. Some of the leases contain escalation clauses but do not provide for contingent rents. Lease terms do not contain any restrictions on Group activities concerning dividends, additional debts or further leasing.

Purchase commitments

The Group has entered into non-cancellable agreements with growers, co-packers, packaging suppliers and other service providers with commitments generally ranging from one year to ten years, to purchase certain quantities of raw products, including fruit, vegetables, tomatoes and packaging services. At the reporting date, the Group have commitments for future minimum payments under non-cancellable agreements at approximately US\$971.9 million.

DMPL India Limited

As at 31 October 2015, a subsidiary, DMPL India Limited has a contingent liability amounting to INR510.5 million or an equivalent of US\$7.8 million (30 April 2015: US\$8.9 million) in the form of a letter of undertaking securing 50% of the obligations of FFPL under its Loan Agreement with Infrastructure Development Finance Company Limited, in proportion to its equity interest.

21. Related parties

Related party transactions

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Other than disclosed elsewhere in the financial statements, transactions with related parties are as follows:

Related Party Transaction	Relationship	Nature	Six months period ended 31 October 2015 (U.S.\$'000)	Six months period ended 31 October 2014 (U.S.\$'000)
Del Monte Philippines, Inc. (DMPI Retirement Fund)	Retirement fund of the Company's subsidiary	Rental to DMPI Retirement Fund	738	849
		Management fees from DMPI Retirement Fund	(2)	(2)
Del Monte Philippines, Inc. (DMPI Provident Fund)	Retirement fund of the Company's subsidiary	Rental to DMPI Provident Fund	2	-
NutriAsia Inc. (NAI)	Affiliate of the Company	Rental to NAI Retirement Fund	309	346
		Purchases from NAI	116	107
		Toll Pack Fees to NAI	308	257
		Recharge of Inventory Count Shortage	-	(290)
		Shared services from NAI	(76)	(104)
		Sale of tomato paste to NAI	(934)	(800)

Related Party Transaction	Relationship	Nature	Six months period ended 31 October 2015 (U.S.\$'000)	Six months period ended 31 October 2014 (U.S.\$'000)
		Sale of other raw materials to NAI	(9)	-

The transactions with related parties are carried out based on terms agreed between the parties. Pricing for the sales of products are market driven, less certain allowances. For purchases, the Group policy is to solicit competitive quotations. Bids from any related party are evaluated on arm's length commercial terms and subject to bidding against third party suppliers. Purchases are normally awarded based on the lowest price.

22. Other Matters

- a. There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the Group's liquidity.
- b. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favourable or unfavourable impact on net sales or revenues or income from continuing operations.
- c. There were no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation and there were no changes in contingent liabilities and contingent assets since the last annual statements of financial position date.
- d. There were no material off-statements of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the Group with unconsolidated entities or other persons created during the reporting period.
- e. The effects of seasonality or cyclicalities on the interim operations of the Group's businesses are explained in Note 4, Operating Segments.
- f. The Group's material commitments for capital expenditure projects have been approved but are still ongoing and not yet completed as of end of October 31 2015. These consist of construction, acquisition, upgrade or repair of fixed assets needed for normal operations of the business. The said projects will be carried forward to the next quarter until its completion. The fund to be used for these projects will come from available cash, short and long-term loans.
- g. In 2Q FY2016, the Group booked a one-off retirement plan amendment of US\$39.4 million due to DMFI amending one of its post employment benefits replacing its retiree medical and dental benefits to contributions to a Health Reimbursement Account. Such amendment requires the remeasurement of the benefit obligation. IFRS requires this to be recognised in the statement of income as one-time income.

Annex

Key Performance Indicators

Key Performance Indicators

The following sets forth the explanation why certain performance ratios (i.e. current ratio, debt to equity ratio, net profit margin, return on asset, and return on equity) do not fall within the benchmarks indicated by SEC.

A. Current Ratio

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Current Ratio	1.5167	0.9583	1.40	Minimum of 1.20

Current ratio increased primarily on Inventory builds to support the stronger second semester sales.

B. Debt to Equity

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Debt to Equity	7.189	11.6281	6.89	Maximum of 2.50

Debt ratio has significantly improved versus last year driven by successful equity offerings and improved profitability.

C. Net Profit Margin

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Net Profit Margin attributable to owners of the company	3.65%	-2.19%	-1.76%	Minimum of 3%

For the first half of FY2016, the Group generated sales of US\$1.1 billion, up 14% versus the prior year period. DMFI generated US\$915.9 million or 81% of Group sales. DMFI's sales inclusive of the Sager Creek vegetable business improved by 18%. Without Sager Creek, DMFI's sales grew by 8%. The DMPL Group generated a net income of US\$41.3 million for the first half (with US\$33.5 million from DMFI), a complete turnaround versus prior year period's loss of US\$21.7 million mainly due to the significant improvement in DMFI's results plus the one-time favourable adjustment arising from DMFI's retirement plan amendment of US\$39.4 million and the absence of inventory step-up adjustments.

D. Return on Asset

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Return on Asset	1.50%	-0.87%	-1.64%	Minimum of 1.21

Headwinds in the Group's net sales, improved operating results supported by increase in operating assets led to better return on assets compared to same period last year.

E. Return on Equity

	31-Oct-15	31-Oct-14	30-Apr-15	Benchmark
Return on Equity	12.29%	-10.95%	-12.97%	Minimum of 8%

Improvements in earnings from stronger sales from organic growth and expansion coupled with the favourable employee benefit adjustment led to improved return on equity compared to same period last year.

Material Changes in Accounts

A. Cash and cash equivalent

Decrease in cash is mainly due to the Group's production cycle where the Group's working capital builds up. This is in preparation for the Group's second semester where sales peak around Thanksgiving and Christmas.

B. Inventories

Increase in inventory is to support the increased demand in the 2nd half of the fiscal year.

C. Property, Plant and Equipment

Increase is driven mainly on capital expenditures.

E. Intangible assets

Increase in intangibles is mainly attributed to the acquisition on Sager Creek (customer relationship and trademark, not goodwill)

F. Deferred tax assets

Increase in deferred tax assets mainly on DMFI taxable losses on the prior quarters.

H. Trade & Other Payables

Increase in trade and other payables are mainly due to purchases to support working capital builds during the quarter.

H. Financial liabilities

Increase in financial liabilities is due the additional working capital loans availed by the Group to support its production cycle. This is in preparation for the second semester of the fiscal year where demand is high. The Group is also expected to deleverage in the second semester.

Liquidity and Covenant Compliance

The Group monitors its liquidity risk to ensure that it has sufficient resources to meet its liabilities as they become due, under both normal and stressed circumstances without incurring unacceptable losses or risk to the Group's reputation. The Group maintains a balance between continuity of cash inflows and flexibility in the use of available and collateral free credit lines from local and international banks and constantly maintains good relations with its banks, such that additional facilities, whether for short or long term requirements, may be made available.

As at 31 October 2015 and 30 April 2015, the Company is in compliance with the covenants stipulated in its loan agreements.