COVER SHEET

S.E.C. Registration Number

DEL MONTE PACIFIC LIMITED

(Company's Full Name)

c/o JY Campos Centre, 9th Ave.
corner 30th St., Bonifacio
Global City, Taguig City

(Business Address : No. Street Company / Town / Province)

Antonio E.S. Ungson	+632 856 2888
Contact Person	Company Telephone Number

SEC FORM
(Definitive)

20-IS

FORM TYPE

Month *Day*

Month *Day*
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

Remarks = pls. use black ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

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:

Annual General Meeting		General Meetings	
Date:	30 August 2016	Date:	30 August 2016
Time:	10:00 a.m.	Time:	10:30 a.m. and 10.40 a.m.
Place:	Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908	Place:	Anson Room 3, Level 2 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: **8 August 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
Ordinary Shares	**1,943,214,106**

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:

Singapore Exchange Securities Trading Limited	**Ordinary Shares**
The Philippine Stock Exchange, Inc.	**Ordinary Shares**

DEL MONTE PACIFIC LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Del Monte Pacific Limited (the "**Company**") will be held at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908, on Tuesday, 30 August 2016 at 10.00 a.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company, together with the Auditors' Report thereon, for the financial year ended 30 April 2016. **[Resolution 1]**

2. To re-elect the following Directors retiring pursuant to Articles 88 and 92 of the Company's Articles of Association:

Dr Emil Q Javier	(Retiring under Article 88)	**[Resolution 2]**
Mrs Yvonne Goh	(Retiring under Article 92)	**[Resolution 3]**

Dr Emil Q Javier will, upon re-election as a Director of the Company, remain as a member of the Audit and Risk Committee, Nominating Committee, and Remuneration and Share Option Committee and will be considered independent.

Mrs Yvonne Goh will, upon re-election as a Director of the Company, remain as a member of the Audit and Risk Committee, Nominating Committee, and Remuneration and Share Option Committee and will be considered independent.

[See Explanatory Note (i) for their bio-data]

3. To transact any other ordinary business which may be transacted at an AGM.

AS SPECIAL BUSINESS

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

4. To approve the payment of Directors' fees of up to US$496,800 for the financial year ending 30 April 2017 ("**FY2017**") (FY2016: US$496,653), to be paid quarterly in arrears, computed based on the fee structure set out below:

   - Board Chairman: US$79,200 per annum
   - Directors: US$43,200 per annum
   - Audit and Risk Committee Chairman: US$19,800 per annum
   - Remuneration and Share Option Committee Chairman: US$9,900 per annum
   - Nominating Committee Chairman: US$9,900 per annum
   - Audit and Risk Committee Members: US$10,800 per annum
   - Remuneration and Share Option Committee Members: US$5,400 per annum
   - Nominating Committee Members: US$5,400 per annum

   [See Explanatory Note (ii)] **[Resolution 4]**

5. To authorise the Directors to fix, increase or vary the emoluments of Directors with respect to services to be rendered in any capacity to the Company.
   [See Explanatory Note (iii)] **[Resolution 5]**

6. To re-appoint Ernst & Young LLP as the Auditors of the Group and to authorise the Directors to fix their remuneration. **[Resolution 6]**

7. To re-appoint Sycip Gorres Velayo & Co. (Ernst & Young Philippines) as the Philippine Auditors of the Group and to authorise the Directors to fix their remuneration. **[Resolution 7]**

8. **AUTHORITY TO ISSUE SHARES**

That pursuant to Article 15(2) of the Company's Articles of Association and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

(a) (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including, but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions, and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to Shareholders of the Company shall not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of any convertible securities;

(b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)] **[Resolution 8]**

9. **Authority to Allot and Issue Shares under the Del Monte Pacific Executive Stock Option Plan 1999 and Del Monte Pacific Restricted Share Plan and the Del Monte Pacific Performance Share Plan**

That approval be and is hereby granted to the Directors of the Company, acting through its Remuneration and Share Option Committee, to allot and issue from time to time such Shares as may be allotted and issued pursuant to the exercise of (i) Options in accordance with the provisions of the Del Monte Pacific Executive Stock Option Plan 1999 ("**ESOP**"); and (ii) the vesting of share awards in accordance with the provisions of the Del Monte Pacific Restricted Share Plan and the Del Monte Pacific Performance Share Plan (the "**Share Plans**"), provided always that the aggregate number of Shares to be allotted and issued pursuant to the ESOP and the Share Plans shall not exceed ten percent (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (v)] **[Resolution 9]**

10. **Renewal of Shareholders' Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

(a) approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out on page 6 of the Company's information memorandum ("**Information Memorandum**") with any party who is of the class of Interested Persons described in the Information Memorandum, provided that such transactions are carried out in the normal course of business, at arm's length and on commercial terms, and in accordance with the guidelines of the Company for Interested Person Transactions, as set out in the Company's Information Memorandum (the "**IPT Mandate**");

(b) the Shareholders' Mandate shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM; and

(c) authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit.

[See Explanatory Note (vi)] **[Resolution 10]**

By Order of the Board

Antonio E S Ungson
Company Secretary
8 August 2016

Explanatory Notes to Resolutions to be passed –

(i) The bio-data of Directors seeking re-election are appended for Shareholders' information:

Dr Emil Q Javier, Independent Director, 75
(Appointed on 30 April 2007 and last elected on 30 April 2013)

Dr Emil Q Javier is a Filipino agronomist widely recognised 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 has served as Philippines 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 a Director of Del Monte Foods, Inc, DMPL's US subsidiary and is an Independent Director of Philippine-listed Centro Escolar University. 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.

Mrs Yvonne Goh, Independent Director, 63
(Appointed on 4 September 2015)

Mrs Goh is a Director of UNLV Singapore Limited, the Singapore campus of the University of Nevada Las Vegas (UNLV), USA. Mrs Goh is also a Director of EQUAL-ARK Singapore Ltd, a charity registered under the Charities Act and an Institution of Public Character (IPC), assisting at-risk-kids through equine-assisted learning. She was previously Managing Director of the KCS Group in Singapore, a professional services organisation and Managing Director of Boardroom Limited, a company listed on the SGX. Mrs 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 had served as Council Member and Vice Chairman of the Singapore Institute of Directors as well as Chairman of its Professional Development Committee. Mrs Goh was also a Director of the Accounting and Corporate Regulatory Authority (ACRA) and a past Chairman of the Singapore Association of the Institute of Chartered Secretaries and Administrators. Mrs Goh is a Fellow of the Singapore Institute of Directors and a Fellow of the Institute of Chartered Secretaries and Administrators, UK.

(ii) The Ordinary Resolution 4 proposed in item 4 above, is to approve the payment of Directors' fees for FY2017, to be paid quarterly in arrears, in accordance with the proposed fee structure.

The fee structure is based on guidelines recommended by the Singapore Institute of Directors and disclosed in the Corporate Governance Report in the Annual Report.

The proposed Directors' fees for FY2017 are commensurate with the onerous responsibilities placed on the Directors and in particular, to better reflect the time and contribution of each Director towards the improved performance of the Company.

The Ordinary Resolution 4 if passed, will authorise the payment of Directors' fees for FY2017, in accordance with the fee structure, amounting up to US$496,800/-, and no change from prior year on a per director basis.

(iii) The Ordinary Resolution 5 proposed in item 5 above, if passed, will also authorise the Directors to fix, increase or vary the emoluments of Directors in respect of services to be rendered in any capacity to the Company. This would provide flexibility for the Company to engage or procure the specialist services of Directors as appropriate and as may be required by the Company.

(iv) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 15% may be issued other than on a pro rata basis to Shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of Shares.

(v) The Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue from time to time such number of fully-paid Shares in the capital of the Company, as may be required to be issued pursuant to the (i) exercise of options under the ESOP or (ii) vesting of awards granted or to be granted under the Share Plans. The aggregate number of Shares which may be issued pursuant to the ESOP, the Share Plans and any other share option plan/share plan(s) which the Company may have in place shall not exceed ten percent (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time.

(vi) The Ordinary Resolution 10 proposed in item 10 above, if passed, will authorise the Interested Person Transactions, as described in the Information Memorandum accompanying the FY2016 Annual Report and recurring in the year; and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority will, unless previously revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM of the Company.

(vii) **<u>Dividend Policy</u>**

The Company's dividend payment policy is to distribute a minimum of 33% of full year profit but remains subject to review by the Board.

The dividend payout was 75% from 2006 to 2012 and 50% for 2013. For fiscal year 2016, the Company declared a 50% payout of that year's net profit.

A. Notes for Singapore Shareholders:

1. A Shareholder entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. If a Depositor wishes to appoint a proxy/proxies to attend the AGM, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, forty-eight (48) hours before the time of the AGM.

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 AGM 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 Philippine Shareholders who are unable to attend the AGM in Singapore, they will still be able to vote by manual poll voting in Manila. However, Philippine Shareholders who wish to attend the AGM in Singapore will be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.

3. Philippine Shareholders who wish to vote but cannot attend either the AGM in Singapore or the videoconference in the Philippines may still do so by appointing a proxy to attend the meeting in Singapore or in Manila. He/she must complete the enclosed proxy form and submit the same on or before **28 August 2016 at 10.00 a.m.** to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., at its office address at the Securities Services and Corporate Agencies Dept., 15F South Tower, BDO Corporate Centre, 7899 Makati Avenue, Makati City, 0726 Philippines, for the attention of Ms. Carla B. Salonga.

4. Only Shareholders at record date at the close of business on **26 August 2016** are entitled to attend and vote at the AGM.

5. Philippine Shareholders may also be entitled to appoint not more than two (2) proxies to attend in his/her stead. A proxy need not be a Member or Shareholder of the Company.

6. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m.** at the office of the 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 AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting (the "**GM**") of the shareholders of Del Monte Pacific Limited (the **"Company**") will be held on Tuesday, 30 August 2016 at 10.30 a.m. (or as soon as thereafter following the conclusion or adjournment of the Annual General Meeting ("**AGM**") to be held at 10.00 a.m. on the same day and at the same place), at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908, for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions, as an Ordinary Resolution:

THE PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

That:

(a) for the purposes of the Business Companies Act 2004 of the British Virgin Islands (the "**Act**") and otherwise in accordance with the rules and regulations of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the exercise by the Board of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Board from time to time, up to the Maximum Purchase Price (as hereafter defined), whether by way of:

(i) market purchases (each a "**Market Purchase**"), transacted on the SGX-ST (or any other stock exchange on which the Shares may be listed or quoted), through one or more duly licensed stockbrokers/dealers appointed by the Company for the purpose; and/or

(ii) off-market purchases (each an "**Off-Market Purchase**") (if effected otherwise than on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted) in accordance with any equal access schemes as may be determined or formulated by the Board as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Board pursuant to the Share Purchase Mandate, may be exercised by the Board at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next AGM of the Company is held;

(ii) the date by which the next AGM of the Company is required by law to be held; or

(iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Prescribed Limit**" means that number of Shares representing 5% of the issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares);

"**Maximum Purchase Price**" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase, 105 per cent. (105%) of the Average Closing Price (as defined hereafter); and

(ii) in the case of an Off-Market Purchase of a Share, 130 per cent. (130%) of the Average Closing Price (as defined hereafter).

where:

"**Average Closing Price**" is the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted, preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant five (5) market day period;

"**day of the making of the offer**" means the day on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"**market day**" means a day on which the SGX-ST is open for trading in securities; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (i)]

By Order of the Board

Antonio Ungson
Company Secretary
8 August 2016

Explanatory Notes to Resolutions to be passed –

(i) The Ordinary Resolution proposed above, if passed, will empower the Board, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or the date on which purchases and acquisitions of shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier, to repurchase Shares by way of market purchases or off-market purchases of up to 5% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Purchase Price. Information relating to this proposed Resolution is set out in the Circular attached.

A. Notes for Singapore Shareholders:

1. A Shareholder entitled to attend and vote at the General Meeting ("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 Philippine Shareholders who are unable to attend the GM in Singapore, they will still be able to vote by manual poll voting in Manila. However, Philippine Shareholders who wish to attend the GM in Singapore will be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.

3. Philippine Shareholders who wish to vote but cannot attend either the GM in Singapore or the videoconference in the Philippines may still do so by appointing a proxy to attend the meeting in Singapore or in Manila. He/she must complete the enclosed proxy form and submit the same on or before **28 August 2016 at 10.30 a.m.** to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc, 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 Carla B Salonga.

4. Only Shareholders at record date at the close of business on **26 August 2016** are entitled to attend and vote at the GM.

5. Philippine Shareholders may also be entitled to appoint not more than two (2) proxies to attend in his/her stead. A proxy need not be a Member or Shareholder of the Company.

6. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m**. at the office of the 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)

NOTICE OF GENERAL MEETING

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

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

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

THAT:

(a) the share option plan to be known as the "Del Monte Pacific Executive Share Option Plan 2016" ("**Plan**"), particulars of which are set out in the circular dated 8 August 2016 ("**Circular**"), under which a Market Price Option and/or a Discount Option ("**Options**") to subscribe for ordinary shares in the capital of the Company ("**Shares**") will be granted to selected eligible Participants (including Controlling Shareholders and/or their Associates) be approved;

(b) the Board of Directors of the Company ("**Board**") be and is hereby authorised:

(i) to establish and administer the Plan;

(ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;

(iii) to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted by the Company under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (i)] **(Resolution 1)**

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

THAT subject to and contingent upon the passing of Ordinary Resolution 1, approval be given for Options to be granted under the Plan for the subscription of Shares at exercise prices which may, at the discretion of the Board upon the Committee's recommendation, be subject to a discount to the market price for the Shares prevailing at the Offer Date of the respective Options (such market price to be determined in accordance with the Rules of the Plan), provided that the maximum discount which may be given shall not exceed 20% of the relevant market price for the Shares applicable to that Option. **(Resolution 2)**

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

THAT subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Joselito D Campos, Jr (who is deemed a Controlling Shareholder of the Company) and his Associates in the Plan be and is hereby approved.
[See Explanatory Note (ii)] **(Resolution 3)**

By Order of the Board

Antonio Ungson
Company Secretary
8 August 2016

Explanatory Notes to Resolutions to be passed:

(i) The Ordinary Resolution 1 proposed in item 1 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Plan. The aggregate number of shares which may be issued pursuant to the Plan and any other share scheme/share plan which the Company may have in place shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

(ii) The Ordinary Resolution 3 proposed in item 3 above, if passed, will enable Mr Joselito D Campos, Jr and his Associates to participate in the Plan. The rationale for the participation of Mr Joselito D Campos, Jr, in the Plan can be found in page 17 of the Circular. For the avoidance of doubt, any proposed grant of Options under the Plan to Mr Joselito D Campos, Jr and his Associates shall be separately approved by Shareholders of the Company at a general meeting of the Company.

A. Notes for Singapore Shareholders:

1. A Shareholder entitled to attend and vote at the General Meeting ("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 Philippine Shareholders who are unable to attend the GM in Singapore, they will still be able to vote by manual poll voting in Manila. However, Philippine Shareholders who wish to attend the GM in Singapore will be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.

3. Philippine Shareholders who wish to vote but cannot attend either the GM in Singapore or the videoconference in the Philippines may still do so by appointing a proxy to attend the meeting in Singapore or in Manila. He/she must complete the enclosed proxy form and submit the same on or before **28 August 2016 at 10.40 a.m.** to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., at its office 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. Carla B. Salonga.

4. Only Shareholders at record date at the close of business on **26 August 2016** are entitled to attend and vote at the GM.

5. Philippine Shareholders may also be entitled to appoint not more than two (2) proxies to attend in his/her stead. A proxy need not be a Member or Shareholder of the Company.

6. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m.** at the office of the 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 **26 August 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 Annual General Meeting of the Company to be held at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908 on **Tuesday, 30 August 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.	**Resolutions relating to:**	**For**	**Against**	**Abstain**
1	Directors' Report and Audited Financial Statements for the financial year ended 30 April 2016			
2	Re-election of Dr Emil Q Javier as a Director			
3	Re-election of Mrs Yvonne Goh as a Director			
4	Approval of payment of Directors' fees for the financial year ending 30 April 2017			
5	Authority to fix, increase or vary emoluments of Directors			
6	Re-appointment of Ernst & Young LLP as Auditors of the Group			
7	Re-appointment of Sycip Gorres Velayo & Co. (Ernst & Young Philippines) as the Philippine Auditors of the Group			
8	Authority to Issue Shares			
9	Authority to allot and issues shares under the ESOP and Share Plans			
10	Renewal of Shareholders' Mandate for Interested Person Transactions			

____

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 Share Transfer Agent on or before **28 August 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. Carla B. Salonga, Vice-President.

2. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m.** at the office of the Philippine Share 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.

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 **26 August 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 Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908 on **Tuesday, 30 August 2016, at 10.30 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	The Proposed Renewal of Share Purchase Mandate			

____

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 **28 August 2016 at 10.30 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. Carla B. Salonga, Vice-President.

2. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m.** 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.

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 **26 August 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			

as proxy, to represent, act and vote in his/her name and stead at the General Meeting of the Company to be held at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908 on **Tuesday, 30 August 2016, at 10.40 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	The Proposed Adoption of the Del Monte Pacific Executive Share Option Plan 2016			
2	Any Grant of Options for the Subscription of Shares at a Discount of up to 20%			
3	The Proposed Participation of Mr Joselito D Campos, Jr and his Associates in the Plan			

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 **28 August 2016 at 10.40 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. Carla B. Salonga, Vice-President.

2. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m.** 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.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

a. The Annual General Meeting ("**AGM**") of the shareholders of Del Monte Pacific Limited (the "**Company**") will be held on 30 August 2016 at 10.00 a.m, in Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908.

Two (2) General Meetings ("**GM**") will also be held on the same day, 30 August 2016, and at the same place of the AGM. The first one is at 10.30 a.m. (or immediately following the conclusion or adjournment of the AGM) while the second GM is at 10.40 a.m. (or immediately following the conclusion or adjournment of the first GM).

The mailing address of the Company in Singapore is at c/o 17 Bukit Pasoh Road, 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 8 August 2016.

2) Dissenters' Right of Appraisal

Not applicable.

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

a. Except for the resolutions on the proposed Del Monte Pacific Executive Share Option Plan 2016, as stated in Section 9 (a) below, 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 AGM or GM, other than election to office.

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 AGM or 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 30 June 2016, 95.80% of the total outstanding shares or 1,861,656,293 ordinary shares of the Company are foreign-owned shares.

b) All shareholders as of 26 August 2016 are entitled to attend and vote at the GM.

In determining the date of shareholders entitled to attend and vote, the Company takes into account the definition of "record date" under the 2015 SRC Rules, and Article 71(1)(b) and (d) of the Company's Articles of Association 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 shareholders 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 shareholders *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 the date of this Information Statement.

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 Shareholder	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 Shareholder	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**")	Lee is the beneficial and record owner of the shares indicated.	Singapore	100,422,000 ordinary shares	5.17%

[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.

	65 Chulia St, #44-01 OCBC Centre Singapore 049513 Shareholder				

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.*

2. Security Ownership of Management

The table below sets forth the security ownership of the Company's directors, executive officers and nominees as of the date of this Information Statement.

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

i) Directors, Independent Directors and Executive Officers

1) Directors and Officers, and Board Committees

The overall management and supervision of the Company, including the exercise of corporate powers and the conduct of the business of the Company, are undertaken by the Board. There are seven (7) members of the Board, three (3) of whom are Executive Directors and the remaining four (4) are Non-Executive Directors who are also Independent Directors.

As of the date of this Information Statement, the composition of the Board is as follows:

Name	Age	Citizenship	Position	Year First Appointed	Year Last Elected (if ID, state no. of years served as ID)
Rolando C Gapud	74	Filipino	Executive Chairman	2006	2014
Joselito D Campos, Jr	65	Filipino	Managing Director & Chief Executive Officer	2006	2006

			(CEO)		
Edgardo M Cruz, Jr	60	Filipino	Executive Director	2006	2012
Benedict Kwek Gim Song	69	Singaporean	Lead Independent Director	2007	2014 (ID:8)
Godfrey E Scotchbrook	70	British	Independent Director	2000	2012 (ID: 14)
Dr Emil Q Javier	75	Filipino	Independent Director	2007	2013 (ID: 8)
Yvonne Choo Goh	63	Singaporean	Independent Director	2015	2015 (ID: 0)

In this year's AGM, the following are the incumbent Directors of the Company who are retiring pursuant to Articles 88 and 92 of the Company's Articles of Association, respectively, and due for re-election:

Dr Emil Q Javier (Retiring under Article 88)
Independent Director
Appointed on 30 April 2007
Re-elected on 28 April 2010 and 30 April 2013

Mrs Yvonne Goh (Retiring under Article 92)
Independent Director
Appointed on 4 September 2015

Under Article 88, all Directors hold office for a maximum period of three (3) years, whereupon they shall retire in accordance with the Company's Articles of Association, but are eligible for re-election. Under Article 92, Directors appointed to fill a vacancy or as an addition to the existing Directors will be subject to re-election at the AGM following his/her appointment.

In reviewing the nomination for re-election of the Directors retiring under Articles 88 and 92 of the Company's Articles of Association, the NC had considered the contributions and performance of each Director, taking into account his/her attendance and participation at Board and Board committee meetings.

All Directors retiring have consented to continue in office and have offered themselves for re-election at the Company's AGM.

Both Dr Emil Q Javier and Mrs Yvonne Goh are not substantial shareholders nor are they directly associated to any substantial shareholder or a 10% shareholder of the Company.

The NC, on an annual basis, determines whether or not a director is independent, taking into account the definition of the 2012 Code of Corporate Governance of Singapore (the "**2012 Code**"), which defines "independence" to mean that Directors have no relationship with the Company, or its related corporations, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment.

The 2012 Code states that the independence of any Director who has served on the Board beyond nine (9) years from the date of his first appointment should be subject to particularly rigorous review.

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 considers Dr Emil Q Javier (first appointed on 30 April 2007) to be independent in spite of his tenure in the Board exceeding nine (9) years.

Based on NC's observation, Dr Javier and Mrs Goh have demonstrated independent mindedness and conduct at Board and Board committee meetings. The NC is also of the firm view and opinion that Dr Javier and Mrs Goh exercise independent judgment in the best interest of the Company in the discharge of their duties as Directors.

The Certifications of Independent Director separately executed by Dr Emil Q Javier and Mrs Yvonne Goh are respectively attached herein as ***Annexes "A"*** and ***"B"***.

Senior Management

As of the date of this Information Statement, the following are the Company's Senior Management:

Name	Age	Citizenship	Position	Year Position was Assumed
Joselito D Campos, Jr	65	Filipino	Managing Director and CEO	2006
Luis F Alejandro	62	Filipino	Chief Operating Officer	2008
Ignacio C O Sison	52	Filipino	Chief Corporate Officer	2006
Parag Sachdeva	46	Indian	Chief Financial Officer	2015
Antonio E S Ungson	44	Filipino	Chief Legal Counsel and Chief Compliance Officer	2008
			Company Secretary	2015
Ma Bella B Javier	56	Filipino	Chief Scientific Officer	2009

Board Committees

Management, together with the Board Committees, including the Audit & Risk Committee ("**ARC**"), NC and Remuneration and Share Option Committee ("**RSOC**") support the Board in discharging its responsibilities. The members of the Board Committees are as follows:

Audit and Risk Committee	
Benedict Kwek Gim Song (Lead Independent Director)	ARC Chairman
Godfrey E Scotchbrook (Independent Director)	Member
Emil Q Javier (Independent Director)	Member
Yvonne Goh (Independent Director)	Member
Nominating Committee	
Godfrey E Scotchbrook (Independent Director)	NC Chairman
Edgardo M Cruz, Jr (Executive Director)	Member
Rolando C Gapud (Executive Director)	Member
Benedict Kwek Gim Song (Lead Independent Director)	Member
Emil Q Javier (Independent Director)	Member
Yvonne Goh (Independent Director)	Member
Remuneration and Share Option Committee	
Godfrey E Scotchbrook (Independent Director)	RSOC Chairman
Benedict Kwek Gim Song (Lead Independent Director)	Member
Emil Q Javier (Independent Director)	Member
Yvonne Goh (Independent Director)	Member

2) Business Experience

The following is a brief description of the business experience of the Company's Directors and key executive officers 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 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 – 69, 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.

Godfrey E Scotchbrook – 70, 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.

Dr Emil Q Javier – 75, 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 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, and is an Independent Director of Philippine-listed Centro Escolar University. 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.

Yvonne Goh – 63, Singaporean
Independent Director

Appointed on 4 September 2015

Mrs Goh is a Director of UNLV Singapore Limited, the Singapore campus of the University of Nevada Las Vegas (UNLV), USA. Mrs Goh is also a Director of EQUAL-ARK Singapore Ltd, a charity registered under the Charities Act and an Institution of Public Character (IPC), assisting at-risk-kids through equine-assisted learning. She was previously Managing Director of the KCS Group in Singapore, a professional services organisation and Managing Director of Boardroom Limited, a company listed on the SGX. Mrs 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 had served as a Council Member and Vice Chairman of the Singapore Institute of Directors as well as Chairman of its Professional Development Committee. Mrs Goh was also a Director of the Accounting and Corporate Regulatory Authority (ACRA) and a past Chairman of the

Singapore Association of the Institute of Chartered Secretaries and Administrators. Mrs Goh is a Fellow of the Singapore Institute of Directors and a Fellow of the Institute of Chartered Secretaries and Administrators, UK.

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 – 52, 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 – 46, 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
Chief Legal Counsel and Chief Compliance Officer; Company Secretary

Mr Antonio E S Ungson is the Chief Legal Counsel and Chief Compliance Officer, and Company Secretary, 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 – 56, 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.

3) Directorships in Other Listed Companies

The following table 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 (Hong Kong)	2002 – Present

4) The Certification of the Company Secretary, that none of the Directors or Senior Management of the Company works with the Government or any of its instrumentalities, is attached herein as ***Annex "C"***.

ii) Significant Employees

The Board and the Senior Management of the Company have been an integral part of its success. Their knowledge, experience, business relationships and expertise greatly contribute to the Company's operating efficiency and financial performance.

The Company maintains that it considers the collective efforts of the Board and all of its employees as instrumental to its overall success. The business of the Company is not dependent on any individual person. No employee is indispensable in the organization. The Company has institutionalized, through documentation, its processes and training to ensure continuity and scalability in the business without relying on any particular employee.

iii) Family Relationships

Other than as provided below, there are no other family relationships known to the Company:

Ms Jeanette Beatrice Campos Naughton is Vice President, Strategic Planning of the Company's U.S. subsidiary, Del Monte Foods, Inc ("**DMFI**"). She is the daughter of Mr Joselito D Campos, Jr, the Company's Managing Director and CEO, and DMFI's Vice Chairman and Director.

iv) Involvement in Certain Legal Proceedings

As to Directors, Executive Officers and Nominees for Election:

Except as set out below, the Company is not aware that any of the incumbent Directors and any nominee for election as director, executive officer or control person of the Company has been the subject of any: (a) bankruptcy petition; (b) conviction by final judgment in a criminal proceeding, domestic or foreign; (c) order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and (d) judgment of violation of a securities or commodities law or regulation by a domestic or foreign court of competent jurisdiction, in a civil action, the Philippine SEC or a comparable foreign body, or a domestic or foreign exchange or other organized trading market or self regulatory organization, which has not been reversed, suspended or vacated, for the past five (5) years up to the latest date that is material to the evaluation of his ability or integrity to hold the relevant position in the Company:

Mr Luis F Alejandro, Group Chief Operating Officer, is not involved in any criminal, bankruptcy or insolvency investigation or any other proceeding against him, except only the libel case pending between GMA Network, Inc and ABS-CBN Broadcasting Corp where he was impleaded eight years ago as co-accused in his capacity as then President and Chief Operating Officer of ABS-CBN Broadcasting Corp.

As to the Company and its Subsidiaries:

DMFI acquired the Consumer Products Business of Del Monte Corporation ("**DMC**") in February 2014. Pursuant to the said acquisition, DMFI assumed the significant legal matters described below, as of 30 June 2016, from DMC.

<u>Kosta Misbranding Class Action</u>

On 5 April 2012, Plaintiff (Kosta) filed a complaint against DMFI in the U.S. District Court for the Northern District of California alleging false and misleading advertising under California's consumer protection laws. Plaintiff alleges that DMFI made a variety of false and misleading labeling and advertising claims, including, but not limited to lycopene and antioxidant claims for tomato products and claims that DMFI misled consumers with respect to its refrigerated fruit products. The complaint sought certification as a class action.

On 15 July 2015, Plaintiff's motion for class certification was denied. Plaintiff has appealed this ruling to the federal court of appeal. Briefs were submitted in early 2016. The Company cannot, at this time, reasonably estimate a range of exposure, if any, of the potential liability.

<u>Fresh Del Monte v. DMFI</u>

On 19 December 2013, Fresh Del Monte Produce Inc. ("**FDP**") filed a complaint against DMFI in the U.S. District Court for the Southern District of New York alleging that DMFI is in breach of a 1989 License Agreement (the "**License**"). FDP asserts that DMFI committed a breach by denying FDP's requests for additional rights under the License.

DMFI denies these claims and counterclaimed for breach of contract, trademark infringement, and unfair competition on 31 March 2014. Among other things, DMFI asserts that FDP committed a breach and trademark infringement by marking under the Del Monte trademark processed avocado and guacamole products that are misleadingly labelled as fresh. Both parties seek declaratory, monetary, and injunctive relief from the other. Discovery is proceeding in the cases, and no trial date has been set. The Company cannot, at this time, reasonably estimate a range of exposure, if any, of the potential liability.

<u>Fresh Del Monte v. DMPL</u>

On 29 September 2015, FDP filed an action against the Company with the New York Supreme Court. FDP alleged that the Company failed to comply with its contractual obligation to use commercially reasonable efforts to curb supply of parallel imports of Del Monte branded products into FDP's territories. Among other things, FDP claims that the Company

violated the settlement agreements by refusing to sell adequate products to FDP to curb parallel imports. The Company believes that it has complied with its contractual obligations. The Company cannot at this time reasonably estimate a range of exposure, if any, of the potential liability.

The case is in discovery stage during which documents are produced and depositions of witnesses are taken.

Others

DMFI is the subject of, or a party to, other various suits and pending or threatened litigation. While it is not feasible to predict or determine the ultimate outcome of these matters, the Company believes that none of these legal proceedings will have a material adverse effect on its financial position.

v) Certain Relationships and Related Transactions

a) The following is a summary of Interested Person Transactions ("**IPT**") entered into by the Company and/or its subsidiaries (the "**Group**") with certain Interested Persons[2] for FY2016 (1 May 2015 to 30 April 2016), FY2015 (1 May 2014 to 30 April 2016) and SY2014 (transition period from 1 January 2014 to 30 April 2014), and CY2013(1 January 2013 to 31 December 2014):

Related Party Transaction	Relationship	Nature	FY2016 US$'000	FY 2015 US$'000	SY 2014 US$'000	CY 2013 US$'000
Del Monte Philippines, Inc (DMPI Retirement Fund)	Retirement fund of the Company's subsidiary	Rental to DMPI Retirement Fund	1,395	1,519	169	40
		Purchases of Services to DMPI Retirement Fund	-	-	8	-
		Management fees from DMPI Retirement Fund	(4)	(5)	(2)	(5)
Del Monte Philippines, Inc (DMPI Provident Fund)	Retirement fund of the Company's subsidiary	Rental to DMPI Provident Fund	5	-	5	4
NutriAsia Inc (NAI)	Affiliate of the Company	Rental to NAI Retirement Fund	529	582	-	-
		Purchases of Production Materials	743	392	43	-
		Toll Pack Fees	551	472	169	
		Utilities	83	-	-	-
		Recharge of Inventory Count Shortage	(25)	(363)	-	-
		Shared IT Services from NAI	(215)	(419)	(27)	(87)
		Sale of other raw materials with NAI	(13)	-	-	-
		Sale of tomato sauce with NAI	(1,098)	(1,627)	(641)	-
TOTAL			**1,951**	**551**	**(276)**	**(48)**

Review

[2] Under the SGX-ST Listing Manual, "Interested Person" is defined as: (a) a Director, CEO or Controlling Shareholder of the listed company; or (b) an Associate of any such Director, CEO or Controlling Shareholder. A "Controlling Shareholder" is one who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the company; or (b) in fact exercises control over a company.

The Company has an IPT policy and manual that set out the definitions, general guidelines, and review and monitoring procedures to be adopted across the Group for IPTs compliance with the Listing Manual of the SGX-ST. The manual presents a comprehensive view of IPT and the procedures that all affected Group personnel, including members of senior management, directors and employees in Purchasing, Treasury, Finance, Sales, Legal, Internal Audit, must follow.

The Company established review procedures to ensure that IPTs: (i) are carried out on an arm's length basis and on normal commercial terms, consistent with the Group's usual business practices and policies; and (ii) will not be prejudicial to the interests of the Company and its minority shareholders.

In general, 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's 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.

The ARC reviews the internal audit report on the IPTs on a quarterly basis to ascertain that the established review procedures are complied with. If during these periodic reviews, the ARC is of the view that the review procedures as stated above have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Group are conducted, the Company will revert to its shareholders for a fresh mandate based on a new set of guidelines and review procedures that would ensure compliance with the established standards above.

The Company maintains a register of transactions carried out with Interested Persons, as defined in the IPT manual, and the Company's internal audit plan will incorporate an annual review of all transactions entered into in the relevant financial year pursuant to the IPT mandate.

Approval or Ratification

The following are the categories of IPTs in the Company's manual:

1. Mandated IPT – refers to an IPT between the Group and any Interested Person pursuant to a shareholders' mandate approved on an annual basis by the Company's shareholders, which is subject to renewal each year at the annual general meeting. However, despite the existence of the shareholders' mandate, Mandated IPTs are still subject to auditors and AC's review.

2. Non-Mandated IPT – refers to purchase or sale of fixed assets, undertakings or businesses, as well as transactions not included under the shareholders mandate, which may require announcements, management approval, Board approval and/or shareholders' approval, depending on the amounts involved.

Monitoring and Recording

To facilitate recording of IPTs, each Group subsidiary's Controller shall establish two (2) holding accounts that will be used in recording IPTs – one to record Mandated IPTs and the other to record Non-Mandated IPTs. Transactions recorded under these two holding accounts will then be cleared monthly to the proper accounts. The transactions that are recorded under the holding accounts will then be reported on a quarterly basis to the CFO for consolidation which will then be submitted to the ARC for evaluation and review.

b) Other than standard terms and conditions typical for these kinds of contracts and negotiated at arm's length and upon normal commercial terms with counterparties, there are no other commitments resulting from these arrangements.

Considering the arm's length negotiation of these IPTs and the Company's established IPT review, approval, monitoring and disclosure processes, we do not see any material risks arising from these transactions.

vi) Resignation of Directors due to Disagreement

No Director has resigned from, or declined to stand for re-election to, the Board since the date of the 2015 AGM due to any disagreement with the Company on any matter relating to its operations, policies or practices.

vii) None of the provisions of the Company's Articles of Association, which relates to the selection, nomination and election of Independent Directors, have been recently amended. The Company's selection and election processes for independent directors are in accordance with the Company's Articles of Association and the 2012 Code.

6) Compensation of Directors and Executive Officers

The aggregate compensation paid or incurred during the last two (2) fiscal years and estimated to be paid in the ensuing fiscal year to the CEO and senior executive officers of the Company are as follows:

Name and principal position	Year	Salary (in PhP)	Other Income (in PhP)
A. Chief Executive Officer and most highly compensated executive officers*	FY 2017 (Est)	179,244,892	120,283,679
	FY 2016	172,861,030	105,222,626
	FY2015	156,429,716	14,977,825
B. All other officers and directors as a group unnamed	FY 2017 (Est)	151,810,993	56,477,964
	FY 2016	145,059,434	37,110,951
	FY 2015	113,461,784	25,389,958

**The CEO and executive officers of the Company are as follows: Managing Director & CEO, Mr Joselito D Campos, Jr and the executives (in alphabetical order): Luis F Alejandro, Ma Bella B Javier, Parag Sachdeva, Ignacio Carmelo O Sison and Antonio Eugenio S Ungson.*

Standard Arrangement

Other than directors' fees or payment of reasonable per diem, there are no standard arrangements pursuant to which the Directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed fiscal year and the ensuing year.

Other Arrangements

Dr Emil Q Javier has a consultancy agreement with the Company to act as a consultant, amongst other things, to provide guidance and support to the Group on its plantation operations and development of agri-based initiatives.

Except as described above, there are no other arrangements pursuant to which any of the Company's Directors and officers are compensated, or are to be compensated, directly or indirectly.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

There are no arrangements for compensation to be received by any executive officer from the Company in the event of a resignation, or termination of the executive officer's employment or a change of control of the Company. The Company, however, provides retirement benefits to qualified employees, including Key Management Personnel.

Share Options

The following Directors have outstanding options as of the date of this Information Statement:

Director's Name	Number of Direct Options*	Number of Indirect Options	Number of Equivalent Shares	Total % from Capital Stock
Godfrey E. Scotchbrook	390,306	None	390,306	0.02%
Benedict Kwek Gim Song	325,255	None	325,255	0.02%
Total**	**715,561**	None	**715,561**	0.04%

Notes:
** At an exercise price of S$0.627 per share.*
*** The total outstanding options as at 30 April 2015 are 900,000. The total number of outstanding options increased to 975,765 due to the additional options granted by the Company on 1 July 2015.*

Of the total outstanding options, 750,000 options were granted on 07 March 2008. The option periods for this batch of options are:

i. Up to 60% exercisable from 07 March 2010 to 06 March 2012;
ii. Up to 40% exercisable from 07 March 2012 to 06 March 2018.

Of the total outstanding options, 150,000 additional options were granted on 30 April 2013, pursuant to an adjustment to account for the dilutive effect on unexercised options, arising from the bonus issue carried out by the Company in April 2013. The option period for this batch of options is 100% from 30 April 2013 to 6 March 2018.

Of the total outstanding options, 75,765 additional options were granted on 1 July 2015, pursuant to an adjustment to account for the dilutive effect on the unexercised options, arising from the rights issue carried out by the Company in March 2015. The option period for this batch of options is 100% from 1 July 2015 to 6 March 2018.

Share Awards

The following Directors have outstanding unvested share awards as of the date of the date of this Information Statement:

Share Awards*	Number of Share Awards
Rolando C. Gapud	228,763
Benedict Kwek Gim Song	117,092
Godfrey E. Scotchbrook	117,092
Edgardo M. Cruz, Jr.	102,997
Emil Q. Javier	76,977
Total**	**642,921**

Notes:
** Up to 60% of share awards granted may be released from 22 August 2013 to 21 August 2016.*
Remaining 40% of share awards granted may be released from 22 August 2016 to 21 August 2017.
*** On 1 July 2015, an additional of 57,918 shares were awarded at the market price of S$0.385 per share to six (6) Directors, arising from the rights issue of shares carried out by the Company in March 2015. The additional grant was pursuant to an adjustment to account for the dilutive effect arising from the rights issue on the unvested share awards previously granted by the Company.*

7) Independent Public Accountants

a) The external auditor of the Company for the most recently completed fiscal year is Ernst & Young LLP ("EY Singapore"), which is the same accounting firm tabled for reappointment for the current fiscal year at the AGM of shareholders.

Sycip Gorres Velayo & Co. ("EY Philippines"), the Group's auditors in the Philippines for the most recently completed fiscal year, is likewise tabled for reappointment for the current fiscal year at the AGM.

b) Mr Alvin Phua Chun Yen is the partner-in-charge from EY Singapore for the audited financial statements of the Company and the Group for the fiscal year ended 30 April 2016. Representatives of EY Singapore are expected to be present during the AGM. The representatives may make statements, if they desire to do so, and will be available to respond to appropriate questions raised by the shareholders at the AGM.

c) The aggregate annual external audit fees billed for each of the last two (2) fiscal years for the audit of the Group's annual financial statements or services that are normally provided by the external auditor are as follows:

	FY2016 (1 May 2015 – 30 April 2016)	**FY2015 (1 May 2014 – 30 April 2015)**
	in US$'000	**in US$'000**
1. Audit Fees		
Payable to the Company's auditors	339	322
Payable to other auditors	2,374	2,658
2. Non-Audit Fees		
Payable to the Company's auditors	0	222
Payable to other auditors	578	590

8) Compensation Plans

Except as stated in Section (9) below, 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 AGM or GM of the Company's shareholders.

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 AGM, the following matters shall be submitted for shareholders' approval:

i) Authority to Issue Shares

*That pursuant to Article 15(2) of the Company's Articles of Association and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority the Directors of the Company be authorised and empowered to:*

*(a) (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or*

*(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including, but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,*

at any time and upon such terms and conditions, and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) *(notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,*

provided that:

(1) *the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to Shareholders of the Company shall not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);*

(2) *(subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:*

   (a) *new Shares arising from the conversion or exercise of any convertible securities;*

   (b) *new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and*

   (c) *any subsequent bonus issue, consolidation or subdivision of Shares;*

(3) *in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and*

(4) *unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.*

If passed, this Ordinary Resolution will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 15% may be issued other than on a pro rata basis to Shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of Shares.

ii) *Authority to Allot and Issue Shares under the Del Monte Pacific Executive Stock Option Plan 1999 and Del Monte Pacific Restricted Share Plan and the Del Monte Pacific Performance Share Plan*

That approval be and is hereby granted to the Directors of the Company, acting through its Remuneration and Share Option Committee, to allot and issue from time to time such Shares as *may be allotted and issued pursuant to the exercise of (i) Options in accordance with the provisions of the Del Monte Pacific Executive Stock Option Plan 1999 (“**ESOP**”); and (ii) the vesting of share awards in accordance with the provisions of the Del Monte Pacific Restricted Share Plan and the Del Monte Pacific Performance Share Plan (the “**Share Plans**”), provided always that the aggregate number of Shares to be allotted and issued pursuant to the ESOP and the Share Plans shall not exceed ten percent (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.*

If passed, this Ordinary Resolution will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue from time to time such number of fully-paid Shares in the capital of the Company, as may be required to be issued, pursuant to the: (i) exercise of options under the ESOP, or (ii) vesting of awards granted or to be granted under the Share Plans. The aggregate number of Shares which may be issued pursuant to the ESOP, the Share Plans and any other share option plan/share plan(s) which the Company may have in place shall not exceed ten percent (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time.

At the second GM, the following matters shall be submitted for shareholders’ approval:

i) *The Proposed Adoption of the Del Monte Pacific Executive Share Option Plan 2016*

a) *That the share the share option plan to be known as the “Del Monte Pacific Executive Share Option Plan 2016” (the “**Plan**”), particulars of which are set out in the circular dated 8 August 2016 (“**Circular**”), under which a Market Price Option and/or a Discount Option (“**Options**”) to subscribe for ordinary shares in the capital of the Company (“**Shares**”) will be granted to selected eligible Participants (including Controlling Shareholders and/or their Associates) be approved;*

b) *the Board of Directors of the Company (“**Board**”) be and is hereby authorised:*

i) *to establish and administer the Plan;*

ii) *to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;*

iii) *to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted by the Company under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.*

If passed, this resolution will empower the Directors, effective until the conclusion of the next AGM, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Plan. The aggregate number of shares which may be issued pursuant to the Plan and any other share scheme/share plan which the Company may have in place shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

ii) <u>Any Grant of Options for the Subscription of Shares at a Discount of up to 20%</u>

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

iii) <u>The Proposed Participation of Mr Joselito D Campos, Jr in the Plan</u>

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

If passed, this will enable Mr Campos and his Associates to participate in the Plan. The extension of the Plan to allow the Controlling Shareholders and their Associates to participate in the Plan will ensure that they are equally entitled, with the other Group Executives who are not Controlling Shareholders or their Associates, to take part and benefit from this system of remuneration. There should be no differentiation between employees who are Controlling Shareholders or their Associates, and employees who are not. The Directors are of the view that the participation of Mr Campos in the Plan provides the Company an additional tool to effectively link his performance and other contributions to the Company's financial results and share price.

For the avoidance of doubt, any proposed grant of Options under the Plan to Mr Joselito D Campos, Jr and his Associates shall be separately approved by the Shareholders at a general meeting of the Company.

The Circular that discusses in detail the proposed adoption of the Plan is incorporated by reference and attached herein as ***Annex "D".***

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.

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 "E"***.

The consolidated audited financial statements of the Group for the fiscal year ended 30 April 2016 are likewise attached herein as ***Annex "F".***

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 and submitted for shareholders' approval 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

a) The following shall be submitted for the shareholders' approval during the AGM:

i) To receive and adopt the Directors' Report and the Audited Financial Statements of the Company, together with the Auditors' Report thereon, for the financial year ended 30 April 2016. ***(Resolution 1)***

ii) To re-elect Dr Emil Q Javier and Mrs Yvonne Goh, the incumbent Directors of the Company who are retiring pursuant to Articles 88 and 92 of the Company's Articles of Association. ***(Resolutions 2 and 3, respectively)***

iii) To approve the payment of Directors' fees of up to US$496,800/- for the financial year ending 30 April 2017 ("FY2017") (FY2016:496,653), to be paid quarterly in arrears. ***(Resolution 4)***

iv) To authorise the Directors to fix, increase or vary the emoluments of Directors, with respect to services to be rendered in any capacity to the Company. ***(Resolution 5)***

v) To re-appoint Ernst & Young LLP as the Auditors of the Group, and to authorise the Directors to fix their remuneration. ***(Resolution 6)***

vi) To re-appoint Sycip Gorres & Velayo & Co. (Ernst & Young Philippines) as the Philippine Auditors of the Group, and to authorize the Directors to fix their remuneration. ***(Resolution 7)***

vii) To authorise the Directors to issue shares in the Company, whether by way of rights, bonus or otherwise, and/or make grant offers, agreements or options that may or would require the issuance of shares, including, but not limited to, the creation and issue of options, warrants, debentures or other instruments convertible into shares, upon such terms and conditions, and for such purposes as the Directors of the Company may deem fit. ***(Resolution 8)***

viii) To authorise the Directors to allot and issue Shares under the Del Monte Pacific Executive Stock Option Plan1999 ("ESOP") and Del Monte Pacific Restricted Share Plan and the Del Monte Pacific Performance Share Plan ("Share Plans"). ***(Resolution 9)***

ix) To approve the renewal of shareholders' mandate for Interested Person Transactions (IPT). ***(Resolution 10)***

The Information Memorandum in relation to the renewal of shareholders' mandate for IPT is incorporated by reference, a copy of which is attached herein as ***Annex "G"***.

For details on the foregoing resolutions, please refer to the enclosed Notice of AGM.

b) The following shall be submitted for the shareholders' approval during the GMs:

i) The proposed renewal of share purchase mandate;

The purchase of Shares (either market purchase or off-market purchase) shall be made within the prescribed limit, at such price or prices as may be determined by the Board from time to time, up to the maximum purchase price, and in accordance with all other applicable laws, regulations and rules of the SGX-ST, or the PSE and the SEC, as the case may be.

The Circular in relation to this resolution is incorporated herein by reference, a copy of which is attached as ***Annex "H"***.

ii) The proposed adoption of the Del Monte Pacific Executive Share Option Plan 2016;
iii) Any grant of Options for the Subscription of Shares at a Discount of up to 20%; and
iv) The proposed participation of Mr Joselito D Campos, Jr in the Plan.

For details on the foregoing, please refer to the enclosed Notices of GM.

16) Matters Not Required to be Submitted

There are no actions to be taken neither in the AGM nor in the GM with respect to any matter which is not required to be submitted to a vote of security holders.

17) Amendment of Charter, By-laws or Other Documents

There are no actions to be taken neither in the AGM nor in the GM with respect to any amendment of the Company's Memorandum of Association and Articles of Association.

18) Other Proposed Action

There are no other actions on any matter, other than those stated under item no. 15, are proposed to be taken except matters of incidence that may properly arise during the AMG or 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.

For "Special Resolutions", the following rules shall apply:

i. A majority of not less than three-fourths of the votes of the shares which were present at the meeting and entitled to vote thereon and were voted and not abstained; OR

ii. A majority of not less than three-fourths of the votes of each class or series of shares which were present at the meeting and entitled to vote thereon as a class or series and were voted and not abstained; OR

A resolution consented to in writing by (1) a majority of not less three-fourths of the votes of shares entitled to vote thereon; or (2) a majority of not less than three-fourths of the votes of each class or series of shares entitled to vote thereon as a class or series.

b) As to method: The voting at the AGM and 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 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 shareholders who are present or represented by proxies at the AGM or GM of the shareholders, in the presence of the Company’s external auditor.

Upon the written request of a stockholder, the Company undertakes to furnish said stockholder with a copy of the Company's Annual Report on SEC Form 17-A free of charge. Any written request for a copy of the said report shall be addressed to the following:

DEL MONTE PACIFIC LIMITED
c/o JY Campos Centre
9th Avenue corner 30th Street
Bonifacio Global City
Taguig City

Attention: Mr. Ignacio C. O. Sison
Chief Corporate Officer

You may also contact the Company's Investor Relations Officer, Ms Jennifer Luy, at jluy@delmontepacific.com

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 August 3 2016.

Del Monte Pacific Limited

Issuer

By:

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

ANNEX "A"

CERTIFICATE OF INDEPENDENT DIRECTOR

I, **EMIL Q. JAVIER,** Filipino, of legal age and a resident of 9941 Mailing St., Los Banos, Laguna, Philippines, after having been duly sworn in accordance with law, do hereby declare that:

1. I am an independent director of Del Monte Pacific Limited ("**DMPL**").

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Centro Escolar University	Independent Director	2002 – present
Del Monte Foods, Inc	Independent Director	2014 – present

3. To the best of my knowledge, I possess all the qualifications and none of the disqualifications to serve as an Independent Director of DMPL, as provided for in SRC Rule 38 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.

5. I shall inform the Company Secretary of DMPL of any changes in the abovementioned information within five (5) days from its occurrence.

Done this JUL 22 2016 of July 2016 in MAKATI CITY.

EMIL Q JAVIER
Affiant

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY)S.S.

SUBSCRIBED AND SWORN to before me this ______ day of JUL 22 2016 at MAKATI CITY, affiant personally appeared before me and exhibited to me his Passport with number EB8588649 issued in Manila on 6 July 2013.

ATTY. VIR[illegible] [illegible]TALLA
NOTARY PUBLIC [illegible] MAKATI CITY

Doc. No. 127;
Page No. 27;
Book No. 277;
Series of 2016.

ANNEX "B"

REPUBLIKA NG PILIPINAS

FOREIGN SERVICE OF THE REPUBLIC OF THE PHILIPPINES

EMBASSY OF THE PHILIPPINES)
Consular Section) S.S.
Singapore)

CERTIFICATE OF AUTHENTICATION

I, **VICTORIO MARIO M. DIMAGIBA JR.** Consul General of the Republic of the Philippines in Singapore, duly commissioned and qualified, do hereby certify that

TAN MARY

before whom the annexed instrument has been executed, to wit:

CERTIFICATE OF INDEPENDENT DIRECTOR

was at the time he/she signed the same **NOTARY PUBLIC** and that his/her signature affixed thereto is genuine.

The Embassy assumes no responsibility for the contents of the annexed instrument.

IN WITNESS HEREOF, I have hereunto set my hand and affixed the seal of the Embassy of the Philippines in Singapore this day of **18 JULY 2016**.

PHILIPPINE EMBASSY SINGAPORE

Service No.: 04635
O.R. No. : 2-177848
Fee Paid : $42.50

VICTORIO MARIO M. DIMAGIBA JR.
Consul General

"Validity of this Certification shall follow the validity of the attached / underlying document."

NOTARY PUBLIC
Tan Mary
N2016/0309
1 Apr 2016 - 31 Mar 2017
SINGAPORE

NOTARIAL CERTIFICATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, **TAN MARY,** Notary Public, duly authorized appointed and practising in the Republic of Singapore do hereby **CERTIFY** that I was present on the 18th day of July, 2016 and did see **YVONNE GOH** (holder of Singapore NRIC No. S0090447C), a Director of **DEL MONTE PACIFIC LIMITED** described in the **CERTIFICATE OF INDEPENDENT DIRECTOR** duly sign, seal and execute the same in my presence and I **FURTHER CERTIFY** that the signature appearing thereon is the proper handwriting of the said **YVONNE GOH.**

IN FAITH AND TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my Seal of Office this 18th day July, Two Thousand and Sixteen.

Which I attest

Notary Public,
Singapore

TAN MARY
NOTARY PUBLIC
SINGAPORE

NOTARY PUBLIC
Tan Mary
N2016/0309
1 Apr 2016 - 31 Mar 2017
SINGAPORE

CERTIFICATE OF INDEPENDENT DIRECTOR

I, **YVONNE GOH,** Singaporean, of legal age and a resident of 2 Caldecott Close Singapore 299110, after having been duly sworn in accordance with law, do hereby declare that:

1. I am an independent director of Del Monte Pacific Limited ("**DMPL**").

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Del Monte Foods, Inc	Independent Director	With effect from 28 June 2016
EQUAL-ARK Singapore Ltd.	Director	With effect from 18 March 2016
UNLV Singapore Ltd.	Director and Member	With effect from 08 August 2005

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of DMPL, as provided for in SRC Rule 38 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.

5. I shall inform the Company Secretary of DMPL of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 18th of July 2016 in Singapore.

Yvonne

YVONNE GOH
Affiant

18th July, 2016

NOTARY PUBLIC
Tan Mary
N2016/0309
1 Apr 2016 – 31 Mar 2017
SINGAPORE

TAN MARY
NOTARY PUBLIC
SINGAPORE

ANNEX "C"

REPUBLIC OF THE PHILIPPINES)
) S.S.
MAKATI CITY

CERTIFICATION

I, **ANTONIO EUGENIO S. UNGSON**, of legal age, Filipino, and with office address at JY Campos Centre, 9th Avenue corner 30th Street, Bonifacio Global City, Taguig City 1634 Philippines, after having been sworn in accordance with law, hereby depose and say that:

1. I am the Company Secretary of Del Monte Pacific Limited (the "**Company**"), an international business company incorporated under the laws of the British Virgin Islands, with registered office address at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands.

2. None of the incumbent Directors and executive officers of the Company is connected or affiliated with any government agency or its instrumentalities.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 25th of July at ________________________.

ANTONIO EUGENIO S. UNGSON
Company Secretary

SUBSCRIBED AND SWORN TO before me this JUL 25 2016 at MAKATI CITY, affiant exhibited to me his Passport ID with No. EC3335333, issued at DFA Manila and valid until 1 February 2020.

Doc. No. 434;
Page No. 88;
Book No. 298;
Series of 2016.

ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
Appointment No. M32
Until December 31, 2016
Roll of Atty. No. 48348
MCLE COMPLIENCE NO IV-0016333/4-10-2013
IBP NO. 7064762-LIFETIME MEMBER JAN. 29, 2007
PTR. NO 53203505 JAN 04, 2015 MAKATI CITY
EXECUTIVE BLDG. CENTER
MAKATI AVE COR. JUPITER ST. MAKATI CITY

ANNEX "D"

CIRCULAR DATED 8 AUGUST 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Del Monte Pacific Limited (the "**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 General Meeting 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 General Meeting 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 at once hand this circular with the Notice of General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

Neither the Singapore Exchange Securities Trading Limited ("**SGX-ST**") nor the Philippine Stock Exchange, Inc. ("**PSE**") assumes any responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this circular.

Del Monte Quality ®

DEL MONTE PACIFIC LIMITED
(Incorporated in British Virgin Islands with limited liability on 27 May 1999)

CIRCULAR TO SHAREHOLDERS
IN RELATION TO

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

2. **ANY GRANT OF OPTIONS UNDER THE DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016 AT A DISCOUNT OF UP TO 20%; AND**

3. **THE PROPOSED PARTICIPATION OF THE CONTROLLING SHAREHOLDERS AND THEIR ASSOCIATES, INCLUDING MR JOSELITO D CAMPOS, JR AND GROUP NON-EXECUTIVE DIRECTORS, IN THE DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016.**

Important Dates and Times:

Last date and time for lodgement of Proxy Form	:	28 August 2016 at 10.40 a.m.
Date and time of General Meeting	:	30 August 2016 at 10.40 a.m. (or as soon as thereafter following the conclusion or adjournment of the General Meeting to be held at 10.30 a.m. on the same day and at the same place)
Place of General Meeting	:	Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908

CONTENTS

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

"Act"	:	Business Companies Act 2004 of the British Virgin Islands as amended, modified or supplemented from time to time
"Adoption Date"	:	The date on which the Plan is adopted by the Company in a general meeting
"Aggregate Subscription Cost"	:	The total amount payable for the Shares to be subscribed for on the exercise of an Option
"Articles"	:	Articles of Association of the Company
"Associate"	:	(a) In relation to any director, chief executive officer, substantial shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustee of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and (b) in relation to a substantial shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"Associated Company"	:	A company in which at least 20% but not more than 50% of its shares are held by the listed company or group
"Board"	:	The Board of Directors of the Company for the time being
"BVI"	:	British Virgin Islands
"CDP"	:	The Central Depository (Pte) Limited
"Circular"	:	This circular to Shareholders dated 8 August 2016
"Committee"	:	The Remuneration and Share Option Committee of the Company
"Company"	:	Del Monte Pacific Limited, a company incorporated in the British Virgin Islands
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company. The Exchange may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
"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

"Depository Register"	:	A register maintained by the CDP or PDTC in respect of the Shares
"Directors"	:	The directors of the Company as at the date of this Circular
"Discount Option"	:	The right to subscribe for Shares granted or to be granted pursuant to the Plan and for the time being subsisting, and in respect of which the Exercise Price shall be a price set at a discount to be fixed by the Board, upon the Committee's recommendation, provided that the maximum discount shall not exceed 20% of the Market Price
"EPS"	:	Earnings per Share
"Exercise Period"	:	The period within which an Option is exercisable as specified in a Vesting Schedule to be determined by the Committee and subject to the Board's approval, being: (a) in the case of a Market Price Option which is granted to a Participant, 1 year after the Offer Date; (b) in the case of a Discount Option which is granted to a Participant, 2 years after the Offer Date; or such longer period as may be determined by the Committee, subject to as provided in Rules 9 and 11 of the Plan and any other conditions as may be introduced by the Committee, and approved by the Board, from time to time
"Exercise Price"	:	The price at which a Participant shall subscribe for each Share upon the exercise of an Option which shall be the price as determined in accordance with Rule 8.1(a) of the Plan in relation to a Market Price Option or Rule 8.1(b) of the Plan in relation to a Discount Option, as adjusted in accordance with Rule 11 of the Plan
"FY"	:	The financial year ended or ending 30 April
"GM"	:	The General Meeting of the Company to be held on Tuesday, 30 August 2016 at 10.20 a.m. (or as soon as thereafter following the conclusion or adjournment of the General Meeting to be held at 10.10 a.m. on the same day and at the same place), at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908
"Grantee"	:	A person to whom an offer of an Option is made
"Group"	:	The Company and its subsidiaries
"Group Director"	:	A Group Executive Director or a Group Non-Executive Director
"Group Executive"	:	A person falling within any of the classifications stated in Rule 4.1(a) of the Plan: (i) senior managers and executives of the Company and the Company's Subsidiaries at Hay Level 12 and above; and (ii) managers of the Company and the Company's Subsidiaries at Hay Level 9-11
"Group Executive Director"	:	A director of the Company and any of its subsidiaries who performs an executive function
"Group Non-Executive Director"	:	A director of the Company and any of its subsidiaries who is not a Group Executive Director, including Independent Directors of the Company
"Latest Practicable Date"	:	8 July 2016, being the latest practicable date prior to the printing of this Circular

"Listing Rules"	:	The rules of the Listing Manual
"Listing Manual"	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
"Market Day"	:	A day on which the SGX-ST is open for trading in securities
"Market Price"	:	Where applicable, means the volume-weighted average of the last dealt prices for a Share for trades done on the SGX-ST and the PSE as determined by reference to the daily official list or other publication published by the SGX-ST and the PSE for five (5) consecutive Market Days immediately preceding the relevant Offer Date, provided always that in the case of a Market Day on which the Shares are not traded, the last dealt price for the Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediately preceding Market Day on which the Shares were traded, rounded up to the nearest whole cent in the event of fractional prices. The prices for a Share in the Philippine peso will be converted to Singapore dollars based on the official closing price between the Philippine peso and Singapore dollars on each Market Day, based on the exchange in the interbank market. The average price for a Share will be expressed in Singapore dollars.
"Market Price Option"	:	The right to subscribe for Shares granted or to be granted pursuant to the Plan and for the time being subsisting, and in respect of which the Exercise Price is determined in accordance with Rule 8 of the Plan
"Memorandum and Articles"	:	The memorandum and articles of association of the Company
"Notice of GM"	:	The notice of the GM as set out on pages N1 to N3 of this Circular
"NTA"	:	Net tangible assets
"Offer Date"	:	The date on which an offer of the grant of an Option is made pursuant to Rule 7.1 of the Plan
"Option"	:	A Market Price Option and/or a Discount Option, as the case may be giving the right to subscribe for Shares granted pursuant to the Rules of the Plan
"Participant"	:	The holder of an Option (including, where applicable, the executor or personal representative of such holder)
"PDTC"	:	The Philippine Depository & Trust Corporation
"Plan"	:	The Del Monte Pacific Executive Share Option Plan 2016, as modified or altered from time to time
"PSE"	:	The Philippine Stock Exchange, Inc
"PSE Revised Listing Rules"	:	Listing Rules of the PSE, as amended, modified or supplemented from time to time
"Record Date"	:	The date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares
"Rules"	:	The rules of the Plan, as the same may be amended from time to time
"SEC"	:	The Securities and Exchange Commission of the Philippines
"Securities Account"	:	A securities account maintained by a Depositor with CDP or PDTC but does not include a securities account maintained with a Depository Agent

"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Share"	:	Ordinary share(s) of US$0.01 each in the capital of the Company
"Shareholder"	:	The registered holder/holders of the Shares except that where the registered holder is CDP or the PCD Nominee (in PDTC), the term "Shareholders" shall, in relation to such Shares and where the context admits, mean the persons named as depositors in the Depository Register maintained by CDP or PDTC and into whose Securities Accounts those Shares are credited. Any reference to Shares held by Shareholders shall include Shares standing to the credit of the respective Shareholders' Securities Account
"Subsidiary"	:	A company in which at least 50 per cent. of its shares is held by the Company and over which the Company has control
"Substantial Shareholder"	:	A Shareholder who has an interest in not less than five per cent. (5%) of the issued Shares
"Treasury Shares"	:	Such shares as defined in the Act or any other statutory modification thereof. For the purpose of the Listing Rules, treasury shares will be excluded from references to "issued share capital" and "equity securities", and for the calculation of market capitalization and public float where referred to in the Listing Manual
"US$" and "US cents"	:	US dollar and cents respectively
"Vesting Schedule"	:	In relation to an Option, a schedule for the vesting and the exercise of such Option during the applicable Exercise Period, such schedule to be determined by the Committee and subject to the Board's approval on the Offer Date
"%" or "per cent."	:	Per centum or percentage

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine shall, where applicable, include the feminine and neuter gender and vice versa. References to persons shall, where applicable, 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 under the Act or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the Act, or any statutory modification thereof, unless otherwise provided.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

DEL MONTE PACIFIC LIMITED
(Incorporated in British Virgin Islands with limited liability on 27 May 1999)

Directors:	**Registered Office:**
Mr Rolando C Gapud (Executive Chairman)	Craigmuir Chambers
Mr Joselito D Campos, Jr (Managing Director and Chief Executive Officer)	PO Box 71
Mr Edgardo M Cruz, Jr (Executive Director)	Road Town, Tortola
Mr Benedict Kwek Gim Song (Lead Independent Director)	British Virgin Islands
Mr Godfrey E Scotchbrook (Independent Director)	
Dr Emil Q Javier (Independent Director)	
Mrs Yvonne Goh (Independent Director)	

8 August 2016

To: The Shareholders of Del Monte Pacific Limited

Dear Sir/Madam,

Circular to Shareholders in relation to:

1. **The Proposed Adoption of the Del Monte Pacific Executive Share Option Plan 2016;**

2. **Any Grant of Options under the Del Monte Pacific Executive Share Option Plan 2016 at a Discount of up to 20%; and**

3. **The Proposed Participation of the Controlling Shareholders and their Associates, including Mr Joselito D Campos, Jr and Group Non-Executive Directors, in the Del Monte Pacific Executive Share Option Plan 2016.**

1. INTRODUCTION

1.1 General Meeting

The Board is proposing to convene a GM to seek the Shareholders' approval in respect of the following matters:

(i) The proposed adoption of the Del Monte Pacific Executive Share Option Plan 2016;

(ii) Any grant of Options under the Del Monte Pacific Executive Share Option Plan 2016 at a discount of up to 20%; and

(iii) The proposed participation of the Controlling Shareholders and their Associates, including Mr Joselito D Campos, Jr and Group Non-Executive Directors, in the Del Monte Pacific Executive Share Option Plan 2016.

1.2 Purpose of this Circular

The purpose of this Circular is to explain the reasons for, and to provide Shareholders with, information relating to the aforesaid proposals and to seek Shareholders' approval in relation thereto at the GM to be held at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908 on Tuesday, 30 August 2016 at 10.40 a.m.. The Notice of the GM is set out on pages N1 to N3 of this Circular.

This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched to by the Company) or for any other purpose.

2. THE DEL MONTE PACIFIC EXECUTIVE STOCK OPTION PLAN 1999

The Del Monte Pacific Executive Stock Option Plan 1999 adopted by the Company on 30 July 1999 (and amended by its members on 21 February 2002) which had a duration of 10 years had expired on 29 July 2009 ("Expired ESOP").

The purpose of the Expired ESOP was to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees, targeted at participants holding key positions, to excel in their performance. This was also designed to align the interests of these participants with those of shareholders.

As at the Latest Practicable Date, an aggregate of 10,952,000 total number of shares reserved and allotted pursuant to the Expired ESOP and were granted as set out below:

Date of Grant	Description	Options Granted	Options Cancelled [5]	Options Lapsed	No. of Shares Allotted Upon Exercise of Options	Outstanding Unexercised Options	No. of Participants [9]	Exercise Price [1]	Exercise Period
30/07/1999	IPO Options [2]	11,428,571	3,430,880	7,997,691	–	–	22	US$0.504	30/07/2000 to 29/07/2009
02/03/2001	Market Price Options [3]	14,050,000	2,350,000	2,890,000	8,810,000	–	9	S$0.490	02/03/2003 to 01/03/2011
29/05/2002	Market Price Options [4]	3,250,000	1,310,000	598,000	1,342,000	–	49	S$0.470	29/05/2004 to 28/05/2012
07/03/2008	Market Price Options [6]	1,550,000	–	–	800,000	750,000	6	S$0.627	07/03/2010 to 06/03/2018
30/04/2013	Adjustment Options [7]	150,000	–	–	–	150,000	3	S$0.627	07/03/2010 to 06/03/2018
01/07/2015	Adjustment Options [8]	75,765	–	–	–	75,765	3	S$0.578	07/03/2010 to 06/03/2018

Options granted under the Expired ESOP were not subject to any material conditions.

No options were granted to existing Controlling Shareholders and their Associates under the Expired ESOP (i.e. NutriAsia Pacific Ltd, Joselito D Campos, Jr and their Associates).

Notes:

(1) On 20 December 1999, SGX-ST had approved the conversion of the quotation of the Company's shares from United States dollars (US$) to Singapore dollars (S$).

(2) In July 1999, pursuant to the Expired ESOP, the Company had granted 11,428,571 IPO Options to certain persons who were at the time of the grant, controlling shareholders and their Associates, directors, officers and senior managers of the Group. Each IPO Option entitled its holder to subscribe to one share at the IPO Price of US$0.63, less 20% discount, or US$0.504.

(3) In 2001, pursuant to the Expired ESOP, the Company had granted 14,050,000 Market Price Options to certain persons who were at the time of the grant, directors, officers and senior managers of the Group, none of whom were controlling shareholders, and the latter's Associates. Each of these Market Price Options entitled its holder to subscribe to one share at S$0.49.

(4) In 2002, the Company had granted 3,250,000 Market Price Options to certain persons who were at the time of the grant, new senior managers and managerial employees. Each of these Market Price Options entitled its holder to subscribe to one share at S$0.47.

(5) In 2006, holders of the options who had accepted the options proposal arising from the mandatory conditional cash offer by NutriAsia Pacific Ltd, were required to surrender all of their relevant options for cancellation. The options proposal which had closed on 20 January 2006 and the offeror received acceptances of the options proposal in respect of 7,090,880 options. No new shares were issued as a result thereof. A total of 877,604 options lapsed in the second quarter of 2006; hence, there were no more outstanding options as at the year ended 31 December 2006.

(6) In 2008, the Company had granted 1,550,000 Market Price Options to the Directors of the Company at an exercise price of S$0.627 per share.

(7) In 2013, the Company had granted 150,000 Adjustment Options to the Directors of the Company, arising from the bonus issue of two (2) bonus shares for every ten (10) existing ordinary shares ("Bonus Issue") carried out by the Company on 18 April 2013. The grant of the additional 150,000 options represented a 20% adjustment to the number of unexercised options previously granted by the Company. The rationale for the adjustment is to account for the dilutive effect arising from the Bonus Issue on the unexercised options.

(8) In 2015, the Company had granted 75,765 Adjustment Options to the Directors of the Company, arising from the rights issue of shares carried out by the Company on 10 March 2015. The grant of the additional 75,765 options were for the adjustment to account for the dilutive effect arising from the rights issue on the unexercised options.

(9) The options granted on 7 March 2008, 30 April 2013 and 1 July 2015 were granted to the Directors of the Company.

3. THE DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016

The Company is proposing to implement an executive share option plan to be named the "Del Monte Pacific Executive Share Option Plan 2016".

3.1 Rules of the Plan

The rules of the Plan are set out in Appendix A of this Circular, and a summary of the rules is set out below.

3.2 Role and Composition of the Committee

The Committee, whose primary function is to assist the Board in reviewing remuneration matters, is the designated body responsible for administering the Plan. In compliance with the requirements of the Listing Manual, a Participant of the Plan, who is also a member of the Committee, shall not be involved in its deliberations in respect of the Options to be granted to or held by that member of the Committee.

As at the date of this Circular, the Committee comprises of 4 members (namely, Mr Godfrey E Scotchbrook, Mr Benedict Kwek Gim Song, Dr Emil Q Javier and Mrs Yvonne Goh), all of whom are Independent Directors of the Company.

3.3 Rationale of the Plan

The Plan is a share incentive arrangement. The purpose of the Plan is to provide an opportunity for Group Executives, Group Executive Directors and Group Non-Executive Directors, including those who are Controlling Shareholders and their Associates, to participate in the equity of the Company so as to motivate them to greater dedication, loyalty and higher standards of performance.

The Plan is proposed on the basis that it is important to acknowledge the contribution of the Group Executives and Group Directors including those who are the Controlling Shareholders and their Associates to the Group's well-being and prosperity. The Company, by adopting the Plan, will give these Group Executives, Group Directors and Controlling Shareholders and their Associates a stake in the Company and will help to achieve the following objectives:

(a) The motivation of Participants to optimise standards and efficiency and to maintain a high level of performance and contribution;

(b) The retention of Participants whose contributions are important to the long-term growth and prosperity of the Group;

(c) The attainment of harmonious employer/staff relations, as well as the strengthening of their working relationships;

(d) The development of a participatory style of management which instils loyalty and a stronger sense of identification with the Group's long-term prosperity; and

(e) The alignment of the interests of the Participants with the interests of the Shareholders.

3.4 Eligibility

3.4.1 The following persons shall be eligible to participate in the Plan at the Committee's recommendation and the Board's absolute discretion:

(a) Group Executives:

(i) senior managers and executives of the Company and the Company's subsidiaries at Hay Level 12 and above; and

(ii) managers of the Company and Company's subsidiaries at Hay Level 9-11;

(b) Group Executive Directors;

(c) Group Non-Executive Directors; and

(d) directors and employees of an Associated Company, if the Company has control over the Associated Company.

3.4.2 Persons who are Controlling Shareholders or their Associates shall (notwithstanding that they may meet the eligibility criteria as set out in paragraph 3.4.1(a) and/or 3.4.1(b) above may not participate in the Plan unless:

(a) their participation; and

(b) the actual number of Shares and terms of any Option to be granted to them

have been approved by independent Shareholders of the Company who are not beneficiaries of the Plan in a general meeting in separate resolutions for each such person.

3.4.3 There shall be no restriction on the eligibility of any Grantee or Participant to participate in any other share option or share incentive plans implemented by any other companies within the Group.

3.4.4 Controlling Shareholders and their Associates shall abstain from voting on any resolution in relation to their participation in the Plan and any grant of Options to them.

3.5 Maximum Entitlement

3.5.1 The aggregate number of Shares comprised in Options to be offered to any Group Executive in accordance with the Plan shall be determined at the absolute discretion of the Board, upon the Committee's recommendation, which shall take into account, in respect of a manager of the Group at Hay Level 9-11 and/or a senior manager and/or executives of the Group at Hay Level 12 and above, criteria such as the rank, salary level, past performance, number of years of service and potential for future development of that Group Executive and, in respect of a Group Director, his contribution to the success and development of the Group, provided that any Option to be granted shall be approved by the Board, upon the recommendation of the Committee.

3.5.2 In relation to any Group Executive or Group Executive Director who is also a Controlling Shareholder or his Associates:

(i) the aggregate number of Shares which may be offered by way of grant of Options to Controlling Shareholders and their Associates collectively under the Plan shall not exceed 25 per cent. of the total number of Shares available under the Plan;

(ii) any Options to be granted to a Controlling Shareholder or his Associates shall not exceed 10 per cent. of the aggregate number of Shares available under the Plan; and

(iii) before any Option is granted to a Controlling Shareholder or his Associates, their participation and the actual number of Shares and terms of any Option to be granted them, must have been approved by independent Shareholders of the Company who are not beneficiaries of the Plan in a general meeting in separate resolutions for each person.

3.6 Size and Duration of the Plan

3.6.1 The aggregate number of Shares over which Options may be granted under the Plan, when added to the number of Shares issued and/or issuable in respect of all options granted thereunder and all awards or options granted under any other schemes implemented by the Company (if any), shall not exceed 10% of the total issued share capital of the Company (excluding Treasury Shares) from time to time.

3.6.2 The Plan shall continue to be in force at the discretion of the Board upon the Committee's recommendation, subject to a maximum period of 10 years commencing on the Adoption Date, provided always that the Plan may continue beyond the above stipulated period with the approval of the Company's Shareholders by ordinary resolution in a general meeting and of any relevant authorities which may then be required.

3.6.3 The Plan may be terminated at any time by the Board upon the Committee's recommendation or by ordinary resolution of the Company's Shareholders in a general meeting subject to all relevant approvals which may be required and, if the Plan is so terminated; no further Options shall be offered by the Company hereunder.

3.7 Acceptance of Options

The grant of an Option under Rule 7 of the Plan shall be accepted within 30 days from the Offer Date of that Option and, in any event, not later than 5:00 p.m. on the thirtieth day from such Offer Date by completing, signing and returning the Acceptance Form in, or substantially in, the form set out in Schedule C (in relation to a Market Price Option) or in the form set out in Schedule D (in relation to a Discount Option), subject in each case to such modification as the Board, upon the Committee's recommendation, may from time to time determine, accompanied by payment of US$1.00 as consideration (or such other amounts as the Committee may determine) and provide any other documentation as the Committee may require. Acceptance of Options shall be deemed to include acceptance by the Participant of the terms of the Plan, the conditions stipulated in the individual notice and all tax and/or social security consequences attached in the grant, vesting and exercise of the Option. Neither the Plan or any action taken hereunder shall be understood as giving any Participant employee any guarantee of employment or any right to be retained as an employee of the Group.

An Option shall be personal to the Participant to whom it is granted and shall not be transferred (other than to a Participant's duly appointed personal representative or executor on the death of that Participant), charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the prior approval of the Board upon the Committee's recommendation. An Option may be exercised by the Participant's duly appointed personal representative or executor as provided in Rule 9.5 of the Plan.

3.8 Option Exercise Price

Subject to any adjustment pursuant to Rule 11 of the Plan, the Exercise Price for each Share in respect of which an Option is exercisable shall be determined by the Board at its absolute discretion, upon the Committee's recommendation and fixed by the Board at:

(a) a price equal to the Market Price; or

(b) a price set at a discount to be fixed by the Board, upon the Committee's recommendation, provided that the maximum discount shall not exceed 20 per cent. of the Market Price and the Shareholders of the Company in general meeting shall have authorised, in a separate resolution, the making of offers and grants of Options under the Plan at a discount not exceeding the maximum discount as aforesaid.

3.9 Right to Exercise Options

Subject to and as provided in Rule 9 and Rule 13 of the Plan, each Option shall be exercisable, in whole or in part, during the Exercise Period applicable to that Option and subject to and in accordance with the Vesting Schedule and conditions (if any) applicable to that Option.

Subject to the prevailing legislation and guidelines applicable to the Plan, as well as the Listing Rules, the Company will have the flexibility to deliver Shares to the Participants upon the exercise of their Options by way of: (a) an issue of new Shares deemed to be fully paid upon their issuance and allotment; and/or (b) the delivery Treasury Shares.

Shares allotted and issued or through the transfer of Treasury Shares on the exercise of an Option shall be subject to all the provisions of the Company's Memorandum and Articles of Association, (including all provisions thereof relating to the voting, dividend, transfer and other rights attached to such Shares) and shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant date upon which such exercise occurred, and shall in all other respects rank *pari passu* with other existing Shares then in issue. The approval of the SGX-ST shall have to be obtained for the listing and quotation of any new shares in respect of the issuance and allotment of new shares.

3.10 Ranking of the Shares

Shares allotted and issued upon the exercise of an Option shall rank *pari passu* in all respects with the then existing issued Shares except for any dividends, rights, allotments or other distributions accrued prior to the date such Shares are allotted and issued.

3.11 Administration of the Plan

3.11.1 Subject to prevailing statutory provisions, regulations and applicable rules of the (SGX-ST or any other stock exchange on which the Shares are quoted or listed), and such other relevant regulatory authorities, the Plan shall be administered by the Committee with such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Options granted or to be granted to him.

3.11.2 Subject to the Board's approval, the Committee shall have the power, from time to time, to make and vary such regulations (not being inconsistent with the Plan) for the implementation and administration of the Plan as it thinks fit.

3.11.3 Any decision of the Board, upon the recommendation of the Committee, made pursuant to any provision of the Plan (other than a matter to be certified by the Auditors) shall be final and binding (including any decisions pertaining to disputes as to the interpretation of the Plan or any rule, regulation or procedure thereunder or as to any rights under the Plan).

3.11.4 All determinations or actions of the Committee with respect to the interpretation and/or implementation of the Plan shall be by the affirmative vote and resolutions shall be considered passed if:

(a) there is a majority of votes cast in favour of the resolution by the Committee members at a meeting; or

(b) there is agreement in writing by a majority of the Committee members entitled to vote on a decision.

In the event of an equality of votes, the Chairman of the Committee shall have a casting vote. The Committee should recommend the interpretations and/or implementation of the Plan to the Board for its final decision.

Any Committee member who has an interest in any matters being reviewed or considered shall abstain from voting on the matter.

3.12 Modifications to the Plan

Any or all provisions of the Plan may be modified and/or altered at any time and from time to time by resolution of the Committee, except that:

(a) no modification or alteration shall alter adversely the rights attaching to any Option granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if they exercised their Options in full, would thereby become entitled to not less than three-quarters in nominal amount of all the Shares (or such other requirements as may be prescribed by SGX-ST, or any other stock exchange on which the Shares are quoted or listed) which would be allotted upon exercise in full of all outstanding Options;

For the purposes of 3.12(a), the opinion of the Board upon the Committee's recommendation as to whether any modification or alteration would alter adversely the rights attached to any Options shall be final and conclusive.

(b) the Rules shall not be altered to the advantage of Participants except with the prior approval of the Company's Shareholders in a general meeting.

(c) no modification or alteration shall be made without the prior approval of the SGX-ST, or any other stock exchange on which the Shares are quoted or listed, and such other regulatory authorities as may be required.

3.13 Variation of Capital

If a variation in the issued share capital of the Company (whether by way of a capitalisation of profits or other circumstances (e.g. rights issue, capital reduction, share buy-back, sub-division or consolidation of shares or distribution) shall take place, then:

(a) the Exercise Price for the Shares, comprised in any Option to the extent unexercised; and/or

(b) the class and/or number of Shares comprised in any Options to the extent unexercised and the rights attached thereto;

(c) the maximum entitlement in any one financial year; and/or

(d) the class and/or number of Shares over which additional Options may be granted to Participants under the Plan,

shall be adjusted in such manner as the Board, upon the Committee's recommendation, may determine to be appropriate including retrospective adjustments where such variation occurs after the date of exercise of an Option but the Record Date relating to such variation precedes such date of exercise and, except in relation to a capitalization issue, upon the written confirmation by the Auditors or other consultants (acting only as experts and not as arbitrators) that, in their opinion, such adjustment is fair and reasonable.

Any adjustments must be made in such a way that a Participant will not receive a benefit that a Shareholder does not receive.

3.14 Financial Effects of the Plan

Details of the costs to the Company on granting Options under the Plan would be as follows:

3.14.1 Potential Costs of Options

The grant of Options under the Plan will have an impact on the Company's reported profit as per IFRS under share-based payment transaction which requires the recognition of expense with a corresponding increase in equity. The expense will be based on the fair value of the Options at the date of grant and is measured using an option pricing model. The expense will be recognised over the vesting period provided that the only condition to vest the Options is service period. The cost of granting the Options will be recognised in the financial statements even if the Options are not exercised.

3.14.2 Share Capital

The Plan will result in an increase in Company's issued share capital when new Shares are issued and allotted to Participants pursuant to the exercise of Options. This increase will in turn depend on, inter alia, the number of Shares comprised in the Options and the prevailing market price of the Shares. However, there will be no change to the Company's issued share capital where Options (when exercised) are satisfied by the delivery of Treasury Shares or the purchase of existing Shares.

3.14.3 EPS

The Plan will have a dilutive effect on the Company's consolidated EPS following the increase in the Company's issued share capital to the extent that new Shares are issued pursuant to the Plan.

3.14.4 NTA

The issue of new Shares upon the exercise of the Options under the Plan will increase the consolidated NTA of the Company by the aggregate Exercise Price of the new Shares. On a per Share basis, the effect on the NTA of the Company is accretive if the Exercise Price is above the NTA per Share but dilutive otherwise.

4. ANY GRANT OF OPTIONS UNDER THE DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016 AT A DISCOUNT OF UP TO 20%

Under the Plan, the Exercise Price for each Share in respect of which an Option is exercisable shall be determined at its absolute discretion of the Board upon the Committee's recommendation, and fixed by the Committee at:

(a) a price equal to the Market Price; or

(b) a price set at a discount to be fixed by the Committee provided that the maximum discount shall not exceed of 20 per cent. of the Market Price and the Shareholders of the Company in general meeting shall have authorised, in a separate resolution, the making of offers and grants of Options under the Plan at a discount not exceeding the maximum discount as aforesaid.

The ability to offer Options at a discount to the Market Price of the Shares will allow flexibility in structuring the Options. Being able to offer Options at a discount is important in situations where it is more meaningful for the Company to acknowledge a Participant's achievement through offering Options at a discount to the Market Price rather than paying him a cash bonus, as these Options operate as a form of cashless reward from the Company, with a greater potential for capital appreciation than Options granted at the Market Price; or in situations where more compelling motivation is required in order to attract new talents into the Company and/or retain talented individuals.

The Company plans to exercise this discretion judiciously and the amount of discount may vary from one offer to another from time to time depending on the circumstances and on a case-by-case basis. In determining the quantum of the discount, the Board upon the Committee's recommendation, may take into consideration such factors as it may in its absolute discretion deem appropriate, including but not limited to:

(i) the performance of the Group, as the case maybe;

(ii) the years of service and individual performance of the concerned Group Executive, Group Director, Controlling Shareholder and his Associates;

(iii) the contributions of the Group Executive, Group Director, Controlling Shareholder and his Associates; and

(iv) the prevailing market conditions.

As share options become more significant components of employee remuneration packages and the grant of options with a discount element becomes more common, the discretion to grant Options at a discount to the Market Price of the Shares will provide the Company with a means to maintain the competitiveness of its compensation strategy. Therefore, the Company may utilise Options as a means to reward Participants for their outstanding performance as well as to motivate them to continue to excel, and will be an additional method for compensating Group Executives and Group Directors other than through salary, salary increments and cash bonuses. This will also enable the Company to introduce an effective manner of motivating Participants to maximise their performance, which will in turn create better value for Shareholders.

The Company believes that the maximum 20% discount to the Market Price of the Shares is sufficient to allow for flexibility in the Plan while minimising the potential dilutive effect to the Shareholders arising from the Plan.

In no event shall the Exercise Price be less than the par value of a Share. Where the Exercise Price is less than the par value of a Share, the Exercise Price shall be the par value.

For the avoidance of doubt, the Exercise Periods:

(a) in the case of a Market Price Option which is granted to a Participant, 1 year after the Offer Date;

(b) in the case of a Discount Option which is granted to a Participant, 2 years after the Offer Date;

or such longer period as may be determined by the Committee, subject to as provided in Rules 9 and 11 of the Plan and any other conditions as may be introduced by the Committee, and approved by the Board, from time to time.

5. THE PROPOSED PARTICIPATION OF THE CONTROLLING SHAREHOLDERS AND THEIR ASSOCIATES, INCLUDING MR JOSELITO D CAMPOS, JR AND GROUP NON-EXECUTIVE DIRECTORS, IN THE DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016

Rationale for the Participation of Controlling Shareholders in the Plan

The extension of the Plan to allow the Controlling Shareholders and their Associates to participate in the Plan will ensure that they are equally entitled, with the other Group Executives who are not Controlling Shareholders or their Associates, to take part and benefit from this system of remuneration. There should be no differentiation between employees who are Controlling Shareholders or their Associates, and employees who are not.

The Directors are of the view that the Controlling Shareholders and their Associates should not be unduly discriminated against by virtue only of their shareholdings in the Company. The Directors are also of the view that the extension of the Plan to the Controlling Shareholders and their Associates will enhance their long-term commitment to the Group.

The Directors are of the view that the participation in the Plan by the Controlling Shareholders and their Associates: (i) will act as an additional incentive for the Controlling Shareholders and their Associates, who are Group Executives and Group Directors, to improve their performance, as the value of the Options will be best realised when the result of their performance correlate directly with higher value of the Shares; and (ii) is in the best interests of the Company as such Controlling Shareholders and their Associates are able to help to set the vision and direction of the Group, and thus stand in a unique position to contribute to the growth and prosperity of the Group.

Rationale for the Participation of Mr Joselito D Campos, Jr, who is deemed a Controlling Shareholder, in the Plan

The Directors are of the view that the participation of Mr Campos in the Plan provides the Company an additional tool to effectively link his performance and other contributions to the Company's financial results and share price.

As at the Latest Practicable Date, NutriAsia Pacific Ltd is a Controlling Shareholder of the Company, holding a direct interest of 59.44% in the Company's issued shares (excluding treasury shares).

Mr Joselito D Campos, Jr, holds a direct interest of 0.39% and a deemed interest of 67.07% in the Company's issued shares (excluding treasury shares).

Notwithstanding his deemed interest of 67.07% in the Company's issued shares, Mr Campos would be subjected to the same rules as those applicable to other Participants of the Plan. Hence, the Plan would not unduly favour Mr Campos over other participants.

The Directors (even excluding those who are Controlling Shareholders or their Associates) are of the view that the participation in the Plans by Mr Campos is in the best interest of the Company as Mr Campos, being also the Managing Director and Chief Executive Officer, leads in making Management decisions and implementing the Company's short and long range plans and is thus in a unique position to contribute to the growth and prosperity of the Group.

Rationale for the Participation of Group Non-Executive Directors in the Plan

The Group Non-Executive Directors come from different professions and various backgrounds and contribute much experience, knowledge and expertise towards corporate governance and business management, as well as provide invaluable guidance in relation to the strategic planning and development of the Group.

While not specifically involved in the day-to-day running and management of the Group, the Group Non-Executive Directors are frequently consulted on matters in relation to various aspects relating to the business of the Company and/or any of its Subsidiaries and in return, they are entitled to receive director's fees for their contributions and services. However, it may not always be possible to quantify the contributions and services rendered by them in monetary terms due to the nature and scope of their responsibilities. In view of this, it is desirable that the Group Non-Executive Directors be allowed to participate in the Plan to give recognition to their services and contributions and to further align their interests with that of the Group and Shareholders. The extension of the Plan to Group Non-Executive Directors will also enable the Group to continue to attract suitably qualified and experienced individuals to serve on the Board as Group Non-Executive Directors.

For the purposes of assessing the contributions of the Group Non-Executive Directors, the Committee will propose a performance framework comprising mainly non-financial performance measurement criteria, such as the extent of involvement and responsibilities shouldered by the Group Non-Executive Directors.

It is envisaged that the grant of the Options under the Plan shall be relatively small, in terms of frequency and numbers. As such, the Directors are of the view that the participation by the Group Non-Executive Directors in the Plan and the grant of Options to such Group Non-Executive Directors will not compromise their independent status. The Committee may also recommend to the Board that no grant of Options shall be made to the Group Non-Executive Directors under the Plan in any financial year or at all.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of Directors and Substantial Shareholders of our Company as at the Latest Practicable Date, as recorded in the Company's Register of Directors' Shareholdings and the Register of Substantial Shareholders respectively, were as follows:

	Direct Interest		**Deemed Interest**		**Total Interest**	
	Number of Shares	**%**	**Number of Shares**	**%**	**Number of Shares**	**%**
Directors						
Mr Rolando C Gapud	2,063,140	0.11	Nil	Nil	2,063,140	0.11
Mr Joselito D Campos, Jr	7,621,466	0.39	1,303,256,961 (2)(10)	67.07	1,310,878,427	67.46
Mr Edgardo M Cruz, Jr	2,881,635	0.15	Nil	Nil	2,881,635	0.15
Mr Benedict Kwek Gim Song	Nil	Nil	Nil	Nil	Nil	Nil
Mr Godfrey E Scotchbrook	Nil	Nil	Nil	Nil	Nil	Nil
Dr Emil Q Javier	534,851	0.03	Nil	Nil	534,851	0.03
Mrs Yvonne Goh	Nil	Nil	Nil	Nil	Nil	Nil
Substantial Shareholders						
Bluebell Group Holdings Limited	148,226,771 (10)	7.63	Nil	Nil	148,226,771	7.63
Golden Sunflower International Limited	Nil	Nil	148,226,771 (10)	7.63	148,226,771	7.63
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 (2)(10)	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 Ltd ("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 (through 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.

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, the beneficiaries of which are JDC and his children and JDC is therefore interested in the 148,226,771 shares held by BGHL.

7. ABSTENTION FROM VOTING

Group Executives, Group Executive Directors, Group Non-Executive Directors, Controlling Shareholders and directors and employees of an Associated Company, including their proxies or appointed representatives, who are eligible to participate in the Plan shall also abstain from voting on any resolution relating to the Plan.

Mr Joselito D Campos, Jr is a participant under the Plan and he, including his proxy, will abstain from voting on any resolution relating to the Plan. He shall also procure that NutriAsia Pacific Ltd and his other Associates, including their proxies or appointed representatives, abstain from voting on any resolution relating to the Plan.

8. VOTING

Under the PSE Revised Listing Rules, where the Participants are (i) senior officers, (ii) Directors and (iii) persons other than an employee, officer and Director (i.e. other stakeholders), of the Company or the Company's Subsidiaries or Associated Companies (if the Company has control over the Associated Companies), the Plan should be endorsed by the Committee and ratified by two-thirds (2/3) of the Shareholders. (Note: If the Participants are junior officers and employees of the Company, the Plan should be ratified by a majority of the Shareholders.) However, since there is no specific requirement under the PSE Revised Listing Rules for abstention by shareholders who are eligible to participate in the Plan, the SGX Listing Rule 859 shall apply.

In accordance with the SGX Listing Rule 730A, all resolutions tabled at the GM shall be voted by poll. The required percentage to pass all resolutions would be at least 51% of the Company's Shareholders present and voting at the GM (being independent Shareholders pursuant to the SGX Listing Rule 853 who are allowed to vote at the GM).

9. THE COMMITTEE'S RECOMMENDATION

The Committee having considered the rationale and information relating to the Plan, was of the view that the adoption of the Plan will be in the best interests of the Company and recommended it for the Board's approval.

10. DIRECTORS' RESPONSIBILITY STATEMENT

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 Plan, 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, and where the Circular contains a profit forecast, the Directors are satisfied that the profit forecast has been stated after due and careful enquiry.

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.

11. GENERAL MEETING

The GM, notice of which is set out on pages N1 to N3 of this Circular, will be held on Tuesday, 30 August 2016, at 10.40 a.m. at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908, for the purpose of considering, and if thought fit, passing with or without any modifications, the ordinary resolutions as set out in the Notice of the GM (or as soon as thereafter following the conclusion or adjournment of the General Meeting to be held at 10.30 a.m. on the same day and at the same place).

12. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the GM and who wish to appoint a proxy to attend and vote at the GM on their behalf should complete, sign and return the proxy form attached to the Notice of GM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than forty-eight (48) hours before the time fixed for the GM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the GM if he wishes to do so.

A Depositor is not regarded as a Shareholder entitled to attend the GM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP or PDTC, not earlier than forty-eight (48) hours before the GM.

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

13. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at 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 the Articles of the Company;

(b) the Annual Report of the Company for FY2016; and

(c) the Terms of the Plan.

Yours faithfully
For and on behalf of
the Board of Directors of Del Monte Pacific Limited

Rolando C Gapud
Executive Chairman

TERMS OF THE
DEL MONTE PACIFIC
EXECUTIVE SHARE OPTION PLAN 2016

1. NAME OF THE PLAN

The Plan shall be called the "Del Monte Pacific Executive Share Option Plan 2016".

2. DEFINITIONS

2.1 Unless the context otherwise requires, the following words and expressions shall have the following meanings:

"Act"	Business Companies Act 2004 of the British Virgin Islands as amended, modified or supplemented from time to time
"Adoption Date"	The date on which the Plan is adopted by the Company in a general meeting
"Aggregate Subscription Cost"	The total amount payable for the Shares to be subscribed for on the exercise of an Option
"Articles"	Articles of Association of the Company
"Associate"	(a) In relation to any director, chief executive officer, substantial shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family: (ii) the trustee of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and (b) in relation to a substantial shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"Associated Company"	A company in which at least 20% but not more than 50% of its shares are held by the Company or the Group
"Auditors"	The auditors for the time being of the Company
"Board"	The board of directors of the Company
"CDP"	The Central Depository (Pte) Limited
"Committee"	The Remuneration and Share Option Committee of the Company
"Company"	Del Monte Pacific Limited, a company incorporated in the British Virgin Islands

"Controlling Shareholder"	A person who: (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over a company
"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
"Discount Option"	The right to subscribe for Shares granted or to be granted pursuant to the Plan and for the time being subsisting, and in respect of which the Exercise Price shall be a price set at a discount to be fixed by the Board, upon the Committee's recommendation, provided that the maximum discount shall not exceed 20% of the Market Price
"Exercise Period"	The period within which an Option is exercisable as specified in a Vesting Schedule to be determined by the Committee and subject to the Board's approval being: (a) in the case of a Market Price Option which is granted to a Participant, 1 year after the Offer Date; (b) in the case of a Discount Option which is granted to a Participant, 2 years after the Offer Date; or such longer period as may be determined by the Committee, as provided in Rules 9 and 11 of the Plan and any other conditions as may be introduced by the Committee, and approved by the Board, from time to time
"Exercise Price"	The price at which a Participant shall subscribe for each Share upon the exercise of an Option which shall be the price as determined in accordance with Rule 8.1(a) of the Plan in relation to a Market Price Option or Rule 8.1(b) of the Plan in relation to a Discount Option, as adjusted in accordance with Rule 11 of the Plan
"Grantee"	A person to whom an offer of an Option is made
"Group"	The Company and its subsidiaries
"Group Director"	A Group Executive Director or a Group Non-Executive Director
"Group Executive"	A person falling within any of the classifications stated in Rule 4.1(a) hereof: (i) senior managers and executives of the Company and the Company's Subsidiaries at Hay Level 12 and above; and (ii) managers of the Company and the Company's Subsidiaries at Hay Level 9-11
"Group Executive Director"	A director of the Company and any of its subsidiaries who performs an executive function
"Group Non-Executive Director"	A director of the Company and any of its subsidiaries who is not a Group Executive Director, including Independent Directors of the Company

"Listing Manual"	The Listing Manual of the SGX-ST, as may be amended, modified or supplemented from time to time
"Listing Rules"	The rules of the Listing Manual
"Market Day"	A day on which the SGX-ST is open for trading in securities
"Market Price"	Where applicable, means the volume-weighted average of the last dealt prices for a Share for trades done on the SGX-ST and the PSE as determined by reference to the daily official list or other publication published by the SGX-ST and the PSE for five (5) consecutive Market Days immediately preceding the relevant Offer Date, provided always that in the case of a Market Day on which the Shares are not traded, the last dealt price for the Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediately preceding Market Day on which the Shares were traded, rounded up to the nearest whole cent in the event of fractional prices. The prices for a Share in the Philippine peso will be converted to Singapore dollars based on the official closing price between the Philippine peso and Singapore dollars on each Market Day, based on the exchange in the interbank market. The average price for a Share will be expressed in Singapore dollars.
"Market Price Option"	The right to subscribe for Shares granted or to be granted pursuant to the Plan and for the time being subsisting, and in respect of which the Exercise Price is determined in accordance with Rule 8 of the Plan
"Memorandum and Articles"	The memorandum and articles of association of the Company
"Offer Date"	The date on which an offer to grant an Option is made pursuant to Rule 7.1
"Option"	A Market Price Option and/or a Discount Option, as the case may be giving the right to subscribe for Shares granted pursuant to the rules of the Plan
"Participant"	The holder of an Option (including, where applicable, the executor or personal representative of such holder)
"PDTC"	The Philippine Depository & Trust Corporation
"Plan"	The Del Monte Pacific Executive Share Option Plan 2016, as modified or altered from time to time
"PSE"	The Philippine Stock Exchange, Inc
"Record Date"	The date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares
"Rules"	The rules of the Plan, as the same may be amended from time to time
"SEC"	The Securities and Exchange Commission of the Philippines
"SFA"	The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
"SGX-ST"	The Singapore Exchange Securities Trading Limited
"Share"	Ordinary share(s) of US$0.01 each in the capital of the Company
"Subsidiary"	A company in which at least 50 per cent. of its shares are held by the Company and over which the Company has control

"Treasury Shares"	Such shares as defined in the Act or any other statutory modification thereof. For the purpose of the Listing Rules, treasury shares will be excluded from references to "issued share capital" and "equity securities", and for the calculation of market capitalization and public float where referred to in the Listing Manual
"trading day"	A day on which Shares are traded on the SGX-ST
"Vesting Schedule"	In relation to an Option, a schedule for the vesting and the exercise of such Option during the applicable Exercise Period, such schedule to be determined by the Committee and subject to the Board's approval, on the Offer Date
"US$" and cents	United States dollars and cents respectively
"%" or "per cent."	Per centum or percentage

2.2 For the purposes of the Plan

(a) in relation to a company (including, where the context requires, the Company), "control" means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of that company;

(b) in relation to a Controlling Shareholder, his "Associate" means:

in the case of a company,

(a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:

(i) his immediate family;

(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and

(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;

(b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.

2.3 Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine shall, where applicable, include the feminine and neuter gender and vice versa.

2.4 References to persons shall, where applicable, include corporations.

2.5 Any reference in this Plan to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and used in this Plan shall have the same meaning assigned to it under the Act or any statutory modification thereof, unless otherwise provided.

2.6 Any reference to a time of day in this Plan shall be a reference to Singapore time unless otherwise provided.

3. RATIONALE FOR THE PLAN

It is the intention of the Company that Group Executives, Group Executive Directors and Group Non-Executive Directors, including those who are Controlling Shareholders and their Associates, should be remunerated for their contribution to the Group on the same basis so as to motivate them to greater dedication, loyalty and higher standards of performance.

The Plan is proposed on the basis that it is important to acknowledge the contribution of the Group Executives and Group Directors including those who are the Controlling Shareholders and their Associates to the Group's well-being and prosperity. The Company, by adopting the Plan, will give these Group Executives, Group Directors and Controlling Shareholders and their Associates a stake in the Company and will help to achieve the following objectives:

(a) The motivation of Participants to optimise standards and efficiency and to maintain a high level of performance and contribution;

(b) The retention of Participants whose contributions are important to the long-term growth and prosperity of the Group;

(c) The attainment of harmonious employer/staff relations, as well as the strengthening of their working relationships;

(d) The development of a participatory style of management which instils loyalty and a stronger sense of identification with the Group's long-term prosperity; and

(e) The alignment of the interests of the Participants with the interests of the Shareholders.

The extension of the Plan to allow the Controlling Shareholders and their Associates to participate in the Plan will ensure that they are equally entitled, with the other Group Executives who are not Controlling Shareholders or their Associates, to take part and benefit from this system of remuneration. There should be no differentiation between employees who are Controlling Shareholders or their Associates, and employees who are not.

The Company is of the view that the Controlling Shareholders and their Associates should not be unduly discriminated against by virtue only of their shareholdings in the Company. The Company is also of the view that the extension of the Plan to Controlling Shareholders and their Associates will enhance their long-term commitment to the Group.

The Directors are of the view that the participation in the Plan by the Controlling Shareholders and their Associates: (i) will act as an additional incentive for the Controlling Shareholders and their Associates, who are Group Executives and Group Executive Directors, to improve their performance, as the value of the Options will be best realised when the result of their performance correlate directly with higher value of the Shares; and (ii) is in the best interests of the Company as such Controlling Shareholders and their Associates are able to help to set the vision and direction of the Group, and thus stand in a unique position to contribute to the growth and prosperity of the Group.

The Group Non-Executive Directors come from different professions and various backgrounds and contribute much experience, knowledge and expertise towards corporate governance and business management, as well as provide invaluable guidance in relation to the strategic planning and development of the Group.

While not specifically involved in the day-to-day running and management of the Group, the Group Non-Executive Directors are frequently consulted on matters in relation to various aspects relating to the business of the Company and/or any of its Subsidiaries and in return, they are entitled to receive director's fees for their contributions and services. However, it may not always be possible to quantify the contributions and services rendered by them in monetary terms due to the nature and scope of their responsibilities. In view of this, it is desirable that the Group Non-Executive Directors be allowed to participate in the Plan to give recognition to their services and contributions and to further align their interests with that of the Group and Shareholders. The extension of the Plan to Group Non-Executive Directors will also enable the Group to continue to attract capable individuals to sit on the Board as Group Non-Executive Directors.

For the purposes of assessing the contributions of the Group Non-Executive Directors, the Committee will propose a performance framework comprising mainly non-financial performance measurement criteria, such as the extent of involvement and responsibilities shouldered by the Group Non-Executive Directors.

It is envisaged that the grant of the Options under the Plan shall be relatively small, in terms of frequency and numbers. As such, the Directors are of the view that the participation by the Group Non-Executive Directors in the Plan and the grant of Options to such Group Non-Executive Directors will not compromise their independent status. The Committee may also recommend to the Board that no grant of Options shall be made to the Group Non-Executive Directors under the Plan in any financial year or at all.

4. ELIGIBILITY

4.1 The following persons shall be eligible to participate in the Plan at the Committee's recommendation and the Board's absolute discretion:

(a) Group Executives:

(i) senior managers and executives of the Company and the Company's Subsidiaries at Hay Level 12 and above; and

(ii) managers of the Company and the Company's Subsidiaries at Hay Level 9-11;

(b) Group Executive Directors;

(c) Group Non-Executive Directors; and

(d) directors and employees of an Associated Company, if the Company has control over the Associated Company.

4.2 Persons who are Controlling Shareholders or their Associates shall (notwithstanding that they may meet the eligibility criteria in Rule 4.1(a) and/or 4.1(b) above) may not participate in the Plan unless:

(a) their participation; and

(b) the actual number of Shares and terms of any Option to be granted to them

have been approved by independent Shareholders of the Company who are not beneficiaries of the Plan in a general meeting in separate resolutions for each such person.

4.3 There shall be no restriction on the eligibility of any Grantee or Participant to participate in any other share option or share incentive plans implemented by any other companies within the Group.

4.4 Controlling Shareholders and their Associates shall abstain from voting on any resolution in relation to their participation in the Plan and any grant of Options to them.

5. MAXIMUM ENTITLEMENT

5.1 The aggregate number of Shares comprised in Options to be offered to any Group Executive in accordance with the Plan shall be determined at the absolute discretion of the Board upon the Committee's recommendation, which shall take into account, in respect of a manager of the Group at Hay Level 9-11 and/or a senior manager and/or executives of the Group at Hay Level 12 and above, criteria such as the rank, salary level, past performance, number of years of service and potential for future development of that Group Executive and, in respect of a Group Director, his contribution to the success and development of the Group, provided that any Option to be granted shall be approved by the Board, upon the recommendation of the Committee.

5.2 In relation to any Group Executive or Group Executive Director who is also a Controlling Shareholder or his Associates:

(i) the aggregate number of Shares which may be offered by way of grant of Options to Controlling Shareholders and their Associates collectively under the Plan shall not exceed 25 per cent. of the total number of Shares available under the Plan;

(ii) any Options to be granted to a Controlling Shareholder or his Associate shall not exceed 10 per cent. of the aggregate number of Shares available under the Plan; and

(iii) before any Option is granted to a Controlling Shareholder or his Associate, pursuant to Rule 4.2, their participation and the actual number of Shares and terms of any Option to be granted them must have been approved by independent Shareholders of the Company who are not beneficiaries of the Plan in a general meeting in separate resolutions for each of these Grantees.

6. SIZE AND DURATION OF THE PLAN

6.1 The aggregate number of Shares over which Options may be granted under the Plan, when added to the number of Shares issued and/or issuable in respect of all options granted thereunder and all awards or options granted under any other schemes implemented by the Company (if any), shall not exceed 10% of the total issued share capital of the Company (excluding Treasury Shares) from time to time.

6.2 The Plan shall continue to be in force at the discretion of the Board upon the Committee's recommendation, subject to a maximum period of 10 years commencing on the Adoption Date, provided always that the Plan may continue beyond the above stipulated period with the approval of the Company's shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

6.3 The Plan may be terminated at any time by the Board, upon the Committee's recommendation or by ordinary resolution of the Company's shareholders in a general meeting subject to all relevant approvals which may be required and, if the Plan is so terminated; no further Options shall be offered by the Company hereunder.

6.4 The termination of the Plan shall not affect Options which have been granted and accepted as provided in Rule 7.4, whether such Options have been exercised (whether fully or partially) or not.

7. GRANT AND ACCEPTANCE OF OPTIONS

7.1 The Committee may, subject to the Board's approval and as provided in Rules 4, 5 and 6, grant Options at any time, provided that in the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is imminent, Options may only be granted on or after the fifth market day from the date on which the aforesaid announcement is released.

7.2 The Letter of Offer to grant the Option shall be in, or substantially in, the form set out in **Schedule A** (in relation to a Market Price Option) or in the form set out in **Schedule B** (in relation to a Discount Option), subject in each case to such modification as the Board upon the Committee's recommendation may from time to time determine.

7.3 An Option shall be personal to the Participant to whom it is granted and shall not be transferred (other than to a Participant's duly appointed personal representative or executor on the death of that Participant), charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the prior approval of the Board upon the Committee's recommendation. An Option may be exercised by the Participant's duly appointed personal representative or executor as provided in Rule 9.5.

7.4 The grant of an Option under Rule 7 shall be accepted within 30 days from the Offer Date of that Option and, in any event, nor later than 5:00 p.m. on the thirtieth day from such Offer Date by completing, signing and returning the Acceptance Form in, or substantially in, the form set out in **Schedule C** (in relation to a Market Price Option) or in the form set out in **Schedule D** (in relation to a Discount Option), subject in each case to such modification as the Board, upon the Committee's recommendation, may from time to time determine, accompanied by payment of US$1.00 as consideration (or such other amounts as the Committee may determine) and provide any other documentation as the Committee may require. Acceptance of Options shall be deemed to include acceptance by the Participants of the terms of the Plan, the conditions stipulated in the individual notice and all tax and/or social security consequences attached in the grant, vesting and exercise of the Option. Neither the Plan nor any action taken hereunder shall be understood as giving any Participant employee any guarantee of employment or any right to be retained as an employee of the Group.

7.5 The Company shall be entitled to reject any purported acceptance of a grant of an Option made pursuant to this Rule 7 or Acceptance Form given pursuant to Rule 7.4 which does not comply strictly with the terms of the Plan.

7.6 In the event that a grant of Option results in a contravention of any applicable law or regulation, such grant shall be null and void and have no effect and the relevant Participant shall have no claim whatsoever against the Company or the Group.

7.7 If a grant of an Option is not accepted in the manner as provided in Rule 7.4, such offer shall, upon the expiry of the 30 day period, automatically lapse and become null, void and of no effect.

8. OPTION EXERCISE PRICE

8.1 Subject to any adjustment pursuant to Rule 11, the Exercise Price for each Share in respect of which an Option is exercisable shall be determined by the Board at its absolute discretion upon the Committee's recommendation, and fixed by the Board at:

(a) a price equal to the Market Price; or

(b) a price set at a discount to be fixed by the Board, upon the Committee's recommendation, provided that the maximum discount shall not exceed 20 per cent. of the Market Price and the Shareholders of the Company in general meeting shall have authorised, in a separate resolution, the making of offers and grants of Options under the Plan at a discount not exceeding the maximum discount as aforesaid.

8.2 In making any recommendation under Rule 8.1.(b) on whether to give a discount and the quantum of such discount, the Committee shall be at liberty to take into consideration such criteria as it may, at its absolute discretion, deem appropriate, including but not limited to:

(i) the performance of the Group, as the case maybe,

(ii) the years of service and individual performance of the concerned Group Executive, Group Executive Director, Controlling Shareholder and his Associates;

(iii) the contributions of the Group Executive, Group Executive Director, Controlling Shareholder and his Associates; and

(Iv) the prevailing market conditions.

8.3 In no event shall the Exercise Price be less than the par value of a Share. Where the Exercise Price is less than the par value of a Share, the Exercise Price shall be the par value.

9. RIGHT TO EXERCISE OPTIONS

9.1 Subject to and as provided in this Rule 9 and Rule 13, a Market Price Option and a Discount Option shall be exercisable, in whole or in part, during the Exercise Period applicable to that Option and subject to and in accordance with the Vesting Schedule and conditions (if any) applicable to that Option; provided always that, in relation to any Option, if the Participant during the Exercise Period exercises that Option for such number of Shares which in aggregate represents less than the number of Shares for which the Participant is entitled to exercise in respect of such period, the balance of Shares comprised in that Option for which the Participant could have exercised (but did not exercise) in that period shall be carried forward and added to the number of Shares (but shall not be taken into account in determining the number of Shares) which the Participant may exercise in the next succeeding period or periods.

9.2 In the event of an Option being exercised in part only, the balance of the Option not thereby exercised shall continue to be exercisable in accordance with the Plan until such time as it shall lapse in accordance with the Plan.

9.3 An Option shall, to the extent unexercised, immediately lapse without any claim against the Company:

(a) subject to Rules 9.2, 9.3 and 9.4, upon the Participant ceasing to be in the employment of the Group for any reason whatsoever; or

(b) upon the bankruptcy of the Participant or the happening of any event which results in his being deprived of the legal or beneficial ownership of such Option; or

(c) in the event of any misconduct on the part of the Participant as determined by the Committee in its discretion.

For the purpose of Rule 9.3(a), the Participant shall be deemed to have ceased to be so employed as of the date the notice of termination of employment is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date.

9.4 If a Participant ceases to be employed by the Group by reason of his:

(a) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee); or

(b) redundancy; or

(c) retirement at or after the legal retirement age;

or any other reason approved in writing by the Committee, he may, at the discretion of the Board upon the Committee's recommendation, and subject to Rule 9.1, exercise any Option within the period of 60 days after the date of such cessation of employment or before the expiry of the Exercise Period in respect of that Option, whichever is earlier, and, upon expiry of such period, the Option shall lapse. Such Option may be exercised at any time within the said period, notwithstanding that the date of exercise of such Option falls on a date prior to the first day of the Exercise Period in respect of such Option.

9.5 If a Participant dies and at the date of his death holds unexercised Option, such Option may, at the discretion of the Board upon the Committee's recommendation, and subject to Rule 9.1, be exercised by the duly appointed personal representative or executor of the Participant within the period 60 days after his death or before the expiry of the Exercise Period in respect of that Option, whichever is earlier, and upon the expiry of such period, the Option shall lapse. Such Option may be exercised at any time (and, in relation to a Discount Option, at the Exercise Price applicable to that Option at the time of exercise), notwithstanding that the date of exercise of such Option falls on a date prior to the first day of the Exercise Period in respect of such Option.

9.6 If, for any reason whatsoever, a Participant, being a Group Non-Executive Director, ceases to be a director in the Group, any Option then held by him shall, to the extent unexercised, immediately lapse without any claim against the Company, unless otherwise determined by the Board in its absolute discretion upon the Committee's recommendation, subject to Rule 9.1. In exercising such discretion, the Board may also determine the period during which such Option may continue to be exercisable, provided that such period may not in any event exceed the Exercise Period applicable to such Option.

9.7 If a Participant ceases to be employed by the Group:

(a) by reason of the company in which he is employed ceasing to be a company within the Group, or undertaking or part of the undertaking of such company being transferred otherwise than to another company in the Group; or

(b) for any other reason, provided the Board gives its consent in writing, he may, at the Board's absolute discretion upon the Committee's recommendation, and subject to Rule 9.1, exercise any Option then remaining unexercised within such period during the Exercise Period as may be determined by the Board in its absolute discretion.

10. EXERCISE OF THE OPTIONS, ALLOTMENT AND LISTING OF SHARES

10.1 An Option may be exercised, in whole or in part, by a Participant giving notice in writing to the Company in, or substantially in, the form set out in Schedule E (in relation to a Market Price Option) or in the form set out in Schedule F (in relation to a Discount Option), subject to such modification as the Board, upon the Committee's recommendation, may from time to time determine. Such notice must be accompanied by a remittance for the Aggregate Subscription Cost in respect of the Shares for which that Option is exercised and any other documentation the Committee may require. An Option shall be deemed to be exercised upon receipt by the Company of the said notice, duly completed, and the Aggregate Subscription Cost.

10.2 All payments made shall be made by cheque, cashiers' order, banker's draft or postal order made out in favour of the Company or such other mode of payment as may be acceptable to the Company.

10.3 Subject to such consents or other required action of an competent authority under any regulations or enactments for the time being in force as may be necessary and subject to the compliance with the terms of the Plan and the Memorandum and Articles of Association of the Company, the Company shall, within 10 market days after the exercise of an Option, allot the relevant Shares or through the transfer of Treasury Shares, and despatch to CDP/PDTC the relevant share certificates by ordinary post or such other mode as the Committee may deem fit.

10.4 The Company shall, as soon as practicable after such allotment, apply to the SGX-ST (and any other stock exchange on which the Shares are quoted or listed) for permission to deal in and for quotations of such Shares.

10.5 Shares which are allotted on the exercise of an Option by a Participant shall be issued in the name of CDP/PDTC to the credit of the securities account of that Participant maintained with CDP/PDTC or the securities sub-account maintained with a Depository Agent.

10.6 Subject to prevailing legislation and guidelines applicable to the Plan, as well as the Listing Rules, the Company will have the flexibility to deliver Shares to the Participants upon the exercise of their Options through: (a) issue of new Shares deemed to be fully paid upon their issuance and allotment; and/or (b) transfer of Treasury Shares.

Shares allotted and issued or through the transfer of Treasury Shares on the exercise of an Option shall be subject to all the provisions of the Company's Memorandum and Articles of Association, (including all provisions thereof relating to the voting, dividend, transfer and other rights attached to such Shares) and shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant date upon which such exercise occurred, and shall in all other respects rank *pari passu* with other existing Shares then in issue. The approval of the SGX-ST shall have to be obtained for the listing and quotation of any new shares in respect of the issuance and allotment of new shares.

10.7 The Company shall keep available sufficient unissued Shares to satisfy the full exercise of all Options for the time being remaining capable of being exercised.

11. VARIATION OF CAPITAL

11.1 If a variation in the issued share capital of the Company (whether by way of a capitalization of profits or other circumstances (e.g. rights issue, capital reduction, share buy-back, sub-division or consolidation of shares or distribution) shall take place, then:

(a) the Exercise Price for the Shares, comprised in any Option to the extent unexercised; and/or

(b) the class and/or number of Shares comprised in any Options to the extent unexercised and the rights attached thereto;

(c) the maximum entitlement in any one financial year; and/or

(d) the class and/or number of Shares over which additional Options may be granted to Participants under the Plan,

shall be adjusted in such manner as the Board, upon the Committee's recommendation, may determine to be appropriate including retrospective adjustments where such variation occurs after the date of exercise of an Option but the Record Date relating to such variation precedes such date of exercise and, except in relation to a capitalization issue, upon the written confirmation by the Auditors or other consultants (acting only as experts and not as arbitrators) that, in their opinion, such adjustment is fair and reasonable.

Any adjustments must be made in such a way that a Participant will not receive a benefit that a shareholder does not receive.

11.2 Notwithstanding the provisions of Rule 11.1, no such adjustment shall be made:

(a) if, as a result, the Exercise Price shall fall below the par value of a Share and if such adjustment would but for this paragraph (a) result in the Exercise Price being less than the par value of a Share, in which case the Exercise Price payable shall be the par value of a Share;

(b) if, as a result, such adjustment will result in the number of Shares comprised in an Option, together with new Shares to be issued or issuable under the Plan, to exceed 10 per cent. of the total issued share capital of the Company (excluding Treasury Shares) for the time being; and

(c) unless the Board upon the Committee's recommendation, after considering all relevant circumstances, considers it equitable to do so.

11.3 Unless the Board upon the Committee's recommendation considers an adjustment to be appropriate, the following (whether singly or in combination) shall not normally be regarded as events requiring adjustment:

(a) any issue of securities as consideration for an acquisition of any assets by the Company or a private placement of securities;

(b) any increase in the number of issued Shares as a consequence of the exercise of options or warrants or any loan stock or other convertible securities issued from time to time by the Company entitling holders thereof to acquire new Shares in the capital of the Company (including the exercise of any Options granted pursuant to the Plan) or subscription rights of any warrants issued from time to time by the Company, enabling holders thereof to acquire new Shares;

(c) any issue of Shares pursuant to any scrip dividend scheme for the time being of the Company;

(d) any issue of Shares or securities convertible into or with rights to acquire or subscribe for Shares, in any case in consideration or part consideration for the acquisition of any other securities, assets or business;

(e) any issue of Shares or securities convertible into or with rights to acquire or subscribe for Shares, pursuant to any joint venture and or debt conversion;

(f) any reduction in the number of issued Shares as result of the cancellation of issued Shares purchased by the Company by way of market purchase(s) effected on the SGX-ST (and any other stock exchange on which the Shares are quoted or listed) pursuant to a share purchase mandate (or any renewal thereof) given by the shareholders of the Company in general meeting and for the time being in force; and

(g) any issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares granted pursuant to any purchase or option plan approved by Shareholders in a general meeting, including the Plan.

11.4 Upon any adjustment required to be made pursuant to this Rule, the Company shall notify the Participant (or his duly appointed personal representative or executor, where applicable) in writing and deliver to him (or his duly appointed personal representative or executor, where applicable) a statement setting forth the Exercise Price thereafter in effect and the par value, class and/or number of Shares thereafter to be issued on the exercise of the Option. Any adjustment shall take effect upon such written notification being given.

12. ADMINISTRATION OF THE PLAN

12.1 Subject to prevailing statutory provisions, regulations and applicable rules of the SGX-ST (or any other stock exchange on which the Shares are quoted or listed), and such other relevant regulatory authorities, the Plan shall be administered by the Committee with such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Options granted or to be granted to him.

12.2 Subject to the Board's approval, the Committee shall have the power, from time to time, to make and vary such regulations (not being inconsistent with the Plan) for the implementation and administration of the Plan as it thinks fit.

12.3 Any decision of the Board, upon the recommendation of the Committee, made pursuant to any provision of the Plan (other than a matter to be certified by the Auditors) shall be final and binding (including any decisions pertaining to disputes as to the interpretation of the Plan or any rule, regulation or procedure thereunder or as to any rights under the Plan).

12.4 All determinations or actions of the Committee with respect to the interpretation and/or implementation of the Plan shall be by the affirmative vote and resolutions shall be considered passed if:

(a) there is a majority of votes cast in favour of the resolution by Committee members at a meeting; or

(b) there is agreement in writing by a majority of the Committee members entitled to vote on a decision.

In the event of an equality of votes, the Chairman of the Committee shall have a casting vote. The Committee should recommend the interpretation and/or implementation of the Plan to the Board for its final decision.

Any Committee member who has an interest in any matters being reviewed or considered shall abstain from voting on the matter.

13. TAKE-OVER AND WINDING-UP OF THE COMPANY

13.1 Notwithstanding Rules 9 and 10 but subject to Rule 9.1, in the event of a take-over being made for the Shares, a Participant shall be entitled to exercise in full or in part any Option held by him and as yet unexercised in the period commencing on the date on which such offer is made or, if such offer is conditional, the date on which such offer becomes or is declared unconditional, as the case may be, and ending on the earlier of:

(a) the expiry of six months thereafter, unless prior to the expiry of such six-month period, at the recommendation of the offeror and with the approvals of the Committee and the SGX-ST (or any other stock exchange on which the Shares are quoted or listed, and such other regulatory authorities as may be necessary), such expiry date is extended to a later date (in either case, being a date falling not later than the expiry of the Exercise Period relating thereto); or

(b) the date of expiry of the Exercise Period relating thereto,

whereupon the Option then remaining unexercised shall lapse;

Provided that if during such period, the offeror becomes entitled or bound to exercise rights of compulsory acquisition under the provisions of the Article of Association of the Company and, being entitled to do so, gives notice to the Participants that it intends to exercise such rights on a specified date, the Option shall remain exercisable by the Participant until the expiry of such specified date or the expiry of the Exercise Period relating thereto, whichever is earlier. Any Option not so exercised shall lapse provided that the rights of acquisition or obligations to acquire shall have been exercised or performed, as the case may be.

13.2 If, under the Act, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a plan for the reconstruction of the Company or its amalgamation with another company or companies, each Participant shall be entitled, notwithstanding Rules 9 and 10 but subject to Rule 13.5, to exercise any Option then held by him during the period commencing on the date upon which the compromise or arrangement is sanctioned by the court and ending either on the expiry of 60 days thereafter or the date upon which the compromise or arrangement becomes effective, whichever is later (but not after the expiry of the Exercise Period relating thereto), whereupon the Option shall lapse and become null and void.

13.3 If an order is made for the winding-up of the Company on the basis of its insolvency, all Options, to the extent unexercised, shall lapse and become null and void.

13.4 In the event of a members' voluntary winding-up (other than for amalgamation or reconstruction), the Participant shall be entitled, within 30 days of the passing of the resolution of such winding-up (but not after the expiry of the Exercise Period relating thereto), to exercise any unexercised Option, after which such unexercised Option shall lapse and become null and void.

13.5 If, in connection with the making of a general offer referred to in Rule 13.1 or the scheme referred to in Rule 13.2 or the winding-up referred to in Rule 13.4, arrangements are made (which are confirmed in writing by the Auditors, acting only as experts and not as arbitrators, to be fair and reasonable) for the compensation of Participants, whether by the continuation of their Options or the payment of cash or the grant of other options or otherwise, a Participant holding an Option, as yet not exercised, may not, at the discretion of the Board upon the Committee's recommendation, be permitted to exercise that Option as provided for in this Rule 13.

13.6 To the extent that an Option is not exercised within the periods referred to in this Rule 13, it shall lapse and become null and void.

14. NOTICES

14.1 Any notice required to be given by a Participant to the Company shall be sent or made to the registered office of the Company or such other addresses as may be notified by the Company to him in writing.

14.2 Any notices or documents required to be given to a Participant or any correspondence to be made between the Company and a Participant shall be given or made by the Committee (or such person(s) as it may from time to time direct) on behalf of the Company and shall be delivered to him by hand or sent to him at his home address according to the records of the Company or the last known address of the Participant and, if sent by post, shall be deemed to have been given on the following the date of posting.

15. MODIFICATIONS TO THE PLAN

15.1 Any or all provisions of the Plan may be modified and/or altered at any time and from time to time by resolution of the Committee, except that:

(a) no modification or alteration shall alter adversely the rights attaching to any Option granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if they exercised their Options in full, would thereby become entitled to not less than three-quarters in nominal amount of all the Shares (or such other requirements as may be prescribed by SGX-ST, or any other stock exchange on which the Shares are quoted or listed) which would be allotted upon exercise in full of all outstanding Options;

For the purposes of Rule 15.1(a), the opinion of the Board, upon the Committee's recommendation, as to whether any modification would alter adversely the rights attached to any Options shall be final and conclusive.

(b) the Rules shall not be altered to the advantage of Participants except with the prior approval of the Company's Shareholders in a general meeting; and

(c) no modification or alteration shall be made without the prior approval of the SGX-ST (or any other stock exchange on which the Shares are quoted or listed) and such other regulatory authorities as may be required.

15.2 Notwithstanding anything to the contrary contained in Rule 15.1 the Board, upon the Committee's recommendation, may at any time by resolution (and without other formality, save for the prior approval of the SGX-ST (or any other stock exchange on which the Shares are quoted or listed), amend or alter the Plan in any way to the extent necessary to cause the Plan to comply with or take into account any statutory provisions (or any amendment or modification thereto) or the regulations of any regulatory authorities as may be required including the Listing Rules of the SGX-ST (or any other stock exchange on which the Shares are quoted or listed).

15.3 Written notice of any modification or alteration made in accordance with this Rule 15 shall be given to all Participants.

16. TERMS OF EMPLOYMENT UNAFFECTED

The terms of employment of a Participant (who is a Group Executive or Group Executive Director) shall not be affected by his participation in the Plan, which shall neither form part of such terms nor entitle him to take into account such participation in calculating any compensation or damages on the termination of his employment for any reason.

17. TAXES

All taxes (including income tax) arising from the exercise of any Option granted to any Participant under the Plan shall be borne by that Participant. Any taxes or amounts to be borne by a Participant under the Plan and paid by the Company or any of its Subsidiaries at its sole discretion may be charged against the salary or any amount due to the Participant.

18. COSTS AND EXPENSES

18.1 Each Participant shall be responsible for all fees of CDP/PDTC relating to or in connection with the issue and allotment of any Shares pursuant to the exercise of any Option in CDP/PDTC's name, the deposit of share certificate(s) with CDP/PDTC, the Participant's securities account with CDP/PDTC or the Participant's securities sub-account with CDP/PDTC Depository Agent.

18.2 Save for the taxes referred to in Rule 17 and such other costs and expenses expressly provided in the Plan to be payable by the Participants, all fees, costs and expenses incurred by the Company in relation to the Plan including but not limited to the fees, costs and expenses relating to the allotment and issue of Shares pursuant to the exercise of any Option shall be borne by the Company or its Subsidiaries.

19. DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained, the Committee and the Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to the Company's delay in issuing the Shares or applying for or procuring the listing of the Shares on the SGX-ST in accordance with Rule 10.4 (and any other stock exchange on which the Shares are quoted or listed).

20. DISCLOSURE IN ANNUAL REPORTS

The Company shall, for so long as the Plan continues in operation, make the following disclosures in its annual report:

(a) the names of the members of the Committee administering the Plan;

(b) the information required in the table below for the following Participants (which for avoidance of doubt, shall include Participants who have exercised all their Options in any particular financial year):

(i) Participants who are Directors of the Company;

(ii) Participants who are Controlling Shareholders and their Associates; and

(iii) Participants, other than those in (b)(i) and (ii) above, who receive 5% or more of the total number of Options available under the Plan; and

Name of Participant	Options granted during the financial year under review (including terms)	Aggregate Options granted since commencement of the Plan to end of financial year under review	Aggregate Options exercised since commencement of the Plan to end of financial year under review	Aggregate Options outstanding as at the end of financial year under review

(c) any other information required to be so disclosed pursuant to the Listing Manual and all other applicable laws and requirements, provided that if any of the above requirements is not applicable, an appropriate negative statement should be included therein.

21. DISPUTES

Any disputes or differences of any nature arising hereunder shall be referred to the Committee and the Committee will make a recommendation to the Board whose decision shall be final and binding.

22. GOVERNING LAW

The Plan shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Participants, by accepting Options in accordance with the Plan, and the Company submit to the exclusive jurisdiction of the courts of the Republic of Singapore.

SCHEDULE A

DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016
LETTER OF OFFER
(MARKET PRICE OPTION)

Serial No: ____________________

Private and Confidential

Date:

To: Name
Designation
Address

Dear Sir/Madam

We have pleasure of informing you that you have been nominated by the Remuneration and Share Option Committee ("RSOC") of Del Monte Pacific Limited (the "Company") to participate in the Del Monte Pacific Executive Share Option Plan 2016 (the "Plan"). Terms as defined in the Plan shall have the same meanings assigned to them in the Plan when used in this Letter.

Accordingly, an offer is hereby made to grant you a Market Price Option, in consideration of the payment of a sum US$1.00, to subscribe for and be allotted __________ ordinary shares in the capital of the Company (the "Shares") at the price of *S$/PHP __________ per Share.

The Market Price Option shall be exercisable at the relevant times and in respect of that number of Shares specified, as set out in the Vesting Schedule attached in Part A of this letter.

The Market Price Option is personal to you and shall not be transferred, charged, assigned, pledged or otherwise disposed by you, in whole or in part, except with the prior approval of the RSOC.

The Option shall be subject to the terms of the Plan, a copy of which is available for inspection upon request from the Company.

If you wish to accept to the offer, please sign and return the enclosed Acceptance Form with a sum of US$1.00 not later than __________ (a.m./p.m.) on , failing which this offer shall automatically lapse and shall thereafter be null and void.

Yours sincerely
for and on behalf of the
Remuneration and Share Option Committee

____
Name:
Designation:

* *Please delete accordingly.*

SCHEDULE A

DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016
LETTER OF OFFER
(MARKET PRICE OPTION)

Part A
Vesting Schedule

Subject to the Plan and to the terms of the accompanying letter of offer, the Market Price Option may normally be exercised, during the Exercise Period[1], at the following times and in the following manner:

Period		**Percentage of Shares over which the Market Price Option is exercisable**
* Before the first anniversary of the Offer Date	:	Nil
* Between the first anniversary and the second anniversary of the Offer Date	:	____________%
* Between the second anniversary and the third anniversary of the Offer Date	:	____________%
* Between the third anniversary and the fourth anniversary of the Offer Date	:	____________%
* Between the fourth anniversary and the fifth anniversary of the Offer Date	:	____________%

In relation to the Market Price Option, if the Participant, during the Exercise Period, exercises that Option for such number of Shares which in aggregate represents less than the number of Shares for which the Participant is entitled to exercise in respect of such period, the balance of Shares comprised in that Option for which the Participant could have exercised (but did not exercise) in that period shall be carried forward and added to the number of Shares (but shall not be taken into account in determining the number of Shares) which the Participant may exercise in the next succeeding period or periods.

* *Please delete accordingly.*

---

[1] The period within which an Option is exercisable as specified in a Vesting Schedule to be determined by the Committee and subject to the Board's approval, being:

(a) in the case of a Market Price Option which is granted to a Participant, 1 year after the Offer Date;

(b) in the case of a Discount Option which is granted to a Participant, 2 years after the Offer Date;

or such longer period as may be determined by the Committee, subject to as provided in Rules 9 and 11 of the Plan and any other conditions as may be introduced by the Committee, and approved by the Board, from time to time.

SCHEDULE B

DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016
LETTER OF OFFER
(DISCOUNT OPTION)

Serial No: ____________________

Private and Confidential

Date:

To: Name
Designation
Address

Dear Sir/Madam

We have pleasure of informing you that you have been nominated by the Remuneration and Share Option Committee ("RSOC") of Del Monte Pacific Limited (the "Company") to participate in the Del Monte Pacific Executive Share Option Plan 2016 (the "Plan"). Terms as defined in the Plan shall have the same meanings assigned to them in the Plan when used in this Letter.

Accordingly, an offer is hereby made to grant you a Discount Option, in consideration of the payment of a sum US$1.00, to subscribe for and be allotted __________ ordinary shares in the capital of the Company (the "Shares") at the discounted price of *S$/PHP__________ per Share (being the Exercise Price of *S$/PHP__________ less a discount of __________%).

The Discount Option shall be exercisable at the relevant times and in respect of that number of Shares specified, as set out in the Vesting Schedule attached in Part A of this letter.

The Discount Option is personal to you and shall not be transferred, charged, assigned, pledged or otherwise disposed by you, in whole or in part, except with the prior approval of the RSOC.

The Option shall be subject to the terms of the Plan, a copy of which is available for inspection upon request from the Company.

If you wish to accept to the offer, please sign and return the enclosed Acceptance Form with a sum of US$1.00 not later than __________ (a.m./p.m.) on __________, failing which this offer shall automatically lapse and shall thereafter be null and void.

Yours sincerely
for and on behalf of the
Remuneration and Share Option Committee

____
Name:
Designation:

* *Please delete accordingly.*

SCHEDULE B

DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016
LETTER OF OFFER
(DISCOUNT OPTION)

Part A
Vesting Schedule

Subject to the Plan and to the terms of the accompanying letter of offer, the Discount Option may normally be exercised, during the Exercise Period[1], at the following times and in the following manner:

Period		**Percentage of Shares over which the Discount Option is exercisable**
* Before the first anniversary of the Offer Date	:	Nil
* Between the first anniversary and the second anniversary of the Offer Date	:	____________%
* Between the second anniversary and the third anniversary of the Offer Date	:	____________%
* Between the third anniversary and the fourth anniversary of the Offer Date	:	____________%
* Between the fourth anniversary and the fifth anniversary of the Offer Date	:	____________%

In relation to the Discount Option, if the Participant, during the Exercise Period, exercises that Option for such number of Shares which in aggregate represents less than the number of Shares for which the Participant is entitled to exercise in respect of such period, the balance of Shares comprised in that Option for which the Participant could have exercised (but did not exercise) in that period shall be carried forward and added to the number of Shares (but shall not be taken into account in determining the number of Shares) which the Participant may exercise in the next succeeding period or periods.

* *Please delete accordingly.*

---

1 The period within which an Option is exercisable as specified in a Vesting Schedule to be determined by the Committee and subject to the Board's approval, being:

(a) in the case of a Market Price Option which is granted to a Participant, 1 year after the Offer Date;

(b) in the case of a Discount Option which is granted to a Participant, 2 years after the Offer Date;

or such longer period as may be determined by the Committee, subject to as provided in Rules 9 and 11 of the Plan and any other conditions as may be introduced by the Committee, and approved by the Board, from time to time.

SCHEDULE C

DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016
ACCEPTANCE FORM
(MARKET PRICE OPTION)

Serial No: ____________________

Private and Confidential

To: The Remuneration and Share Option Committee ("RSOC")
Del Monte Pacific Executive Share Option Plan 2016
Del Monte Pacific Limited
c/o 17 Bukit Pasoh Road
Singapore 089831

Closing Date and Time for Acceptance of Offer	____________________
Number of ordinary shares in the capital of the Company (the "Shares") offered	____________________
Exercise Price per Share	*S$/PHP____________________
Total Amount Payable for the Shares (exclusive of the relevant CDP/PDTC charges)	*S$/PHP____________________

I have read your Letter of Offer dated __________ and agree to be bound by the terms of the Letter of Offer and the terms of the Del Monte Pacific Executive Share Option Plan 2016 referred to therein.

I hereby accept the Market Price Option to subscribe for Shares at a price of *S$/PHP__________ per Share. I enclose a *cheque/cashier's order/bank draft/postal order for US$1.00 as consideration for the grant of the Market Price Option.

I acknowledge that the Market Price Option shall be exercisable at the relevant times and in respect of that number of Shares specified, as set out in the Vesting Schedule attached in Part A of the Letter of Offer.

I understand that I am not obliged to exercise the Market Price Option.

I acknowledge and confirm that I shall be responsible for all the fees of CDP/PDTC (if any) relating to or in connection with the allotment and issue of any Shares in CDP/PDTC's name, to the credit of my securities account with CDP/PDTC or my securities sub-account with a Depository Agent (as the case may be) (collectively, the "CDP/PDTC Charges").

I acknowledge and confirm that my acceptance of the Options shall be deemed to include acceptance of the terms of the Plan, the conditions stipulated in the individual notice and all tax and/or social security consequences attached in the grant, vesting and exercise of the Option. Neither the Plan nor any action taken hereunder shall be understood as giving me any guarantee of employment or any right to be retained as an employee of the Group.

* *Please delete accordingly.*

SCHEDULE C

I further acknowledge and confirm that you have not made any representation to induce me to accept the offer and that the terms of the Letter of Offer and this Acceptance Form constitute the entire agreement between us relating to the offer.

I agree to maintain confidentiality with regards to all information relating to the grant of the Market Price Option to me.

Please print in block letters

Name in Full : ______________________________

Designation : ______________________________

Address : ______________________________

Nationality : ______________________________

*NRIC/Passport No. : ______________________________

Signature : ______________________________

Date : ______________________________

* *Please delete accordingly.*

Notes:

1. The Acceptance Form must be forwarded to the RSOC in an envelope marked “Private and Confidential”.
2. The Participant shall be informed by the Company of the relevant CDP/PDTC Charges payable at the time of the exercise of the Market Price Option.

SCHEDULE D

DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016
ACCEPTANCE FORM
(DISCOUNT OPTION)

Serial No: ____________________

Private and Confidential

To: The Remuneration and Share Option Committee (“RSOC”)
Del Monte Pacific Executive Share Option Plan 2016
Del Monte Pacific Limited
c/o 17 Bukit Pasoh Road
Singapore 089831

Closing Date and Time for Acceptance of Offer	____________________
Number of ordinary shares in the capital of the Company (the “Shares”) offered	____________________
Exercise Price per Share	*S$/PHP ____________________
Total Amount Payable for the Shares (exclusive of the relevant CDP/PDTC charges)	*S$/PHP ____________________

I have read your Letter of Offer dated __________ and agree to be bound by the terms of the Letter of Offer and the terms of the Del Monte Pacific Executive Share Option Plan 2016 referred to therein.

I hereby accept the Discount Option to subscribe for __________ Shares at a discounted price of *S$/PHP __________ per Share. I enclose a *cheque/cashier’s order/bank draft/postal order for US$1.00 as consideration for the grant of the Discount Option.

I acknowledge that the Discount Option shall be exercisable at the relevant times and in respect of that number of Shares specified, as set out in the Vesting Schedule attached in Part A of the Letter of Offer.

I understand that I am not obliged to exercise the Discount Option.

I acknowledge and confirm that I shall be responsible for all the fees of CDP/PDTC (if any) relating to or in connection with the allotment and issue of any Shares in CDP/PDTC’s name, to the credit of my securities account with CDP/PDTC or my securities sub-account with a Depository Agent (as the case may be) (collectively, the “CDP/PDTC Charges”).

I acknowledge and confirm that my acceptance of the Options shall be deemed to include acceptance of the terms of the Plan, the conditions stipulated in the individual notice and all tax and/or social security consequences attached in the grant, vesting and exercise of the Option. Neither the Plan nor any action taken hereunder shall be understood as giving me any guarantee of employment or any right to be retained as an employee of the Group.

* *Please delete accordingly.*

SCHEDULE D

I further acknowledge and confirm that you have not made any representation to induce me to accept the offer and that the terms of the Letter of Offer and this Acceptance Form constitute the entire agreement between us relating to the offer.

I agree to maintain confidentiality with regards to all information relating to the grant of the Discount Option to me.

Please print in block letters

Name in Full : ______________________________

Designation : ______________________________

Address : ______________________________

Nationality : ______________________________

*NRIC/Passport No. : ______________________________

Signature : ______________________________

Date : ______________________________

* *Please delete accordingly.*

Notes:

1. The Acceptance Form must be forwarded to the RSOC in an envelope marked "Private and Confidential".

2. The Participant shall be informed by the Company of the relevant CDP/PDTC Charges payable at the time of the exercise of the Discount Option.

SCHEDULE E

DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016
EXERCISE NOTICE
(MARKET PRICE OPTION)

Serial No: ____________________

Private and Confidential

To: The Remuneration and Share Option Committee ("RSOC")
Del Monte Pacific Executive Share Option Plan 2016
Del Monte Pacific Limited
c/o 17 Bukit Pasoh Road
Singapore 089831

Total number of ordinary shares in the capital of the Company (the "Shares") offered at *S$/PHP __________ per Share under the Del Monte Pacific Executive Share Option Plan 2016 (the "Plan") on __________ ("Date of Grant")	:	____________________
Number of Shares previously allotted and issued thereunder	:	____________________
Outstanding balance of Shares to be allotted and issued thereunder	:	____________________
Number of Shares now to be subscribed	:	____________________

---

1. Pursuant to your Letter of Offer dated __________ and my acceptance thereof, I hereby exercise the Market Price Option to subscribe for Shares in the capital of Del Monte Pacific Limited (the "Company") at the price of *S$/PHP __________ per Share.

2. I hereby request the Company to allot and issue the number of Shares specified in paragraph 1 above in the name of *The Central Depository (Pte) Limited ("CDP")/Philippines Depository & Trust Corporation ("PDTC") to the credit of my securities account with CDP/PDTC or my securities sub-account with a Depository Agent specified below and to deliver the share certificate(s) relating thereto to CDP/PDTC. I further agree to bear such fees and other charges as may be imposed by CDP/PDTC (the "CDP Charges" or "PDTC Charges") in respect thereof:

   *(a) Direct Securities Account Number : ____________________

   or

   *(b) Securities Sub-Account Number : ____________________

   Name of Depository Agent : ____________________

SCHEDULE E

3. I enclose a *cheque/cashier's order/bank draft/postal order no. ____________ of *S$/PHP ____________ in payment for the subscription of the total number of the said Shares and *CDP Charges/PDTC Charges of *S$/PHP ____________.

4. I agree to subscribe for the said Shares subject to the terms of the Letter of Offer, the Plan and the Memorandum and Articles of Association of the Company.

5. I declare that I am subscribing for the said Shares for myself and not as a nominee for any other person.

Please print in block letters

Name in Full : ________________________________

Designation : ________________________________

Address : ________________________________

Nationality : ________________________________

*NRIC/Passport No. : ________________________________

Signature : ________________________________

Date : ________________________________

* *Please delete accordingly.*

Notes:

1. The Exercise Notice must be forwarded to the RSOC in an envelope marked "Private and Confidential".

2. The Participant shall be informed by the Company of the relevant CDP Charges/PDTC Charges payable at the time of the exercise of the Market Price Option.

SCHEDULE F

DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016
EXERCISE NOTICE
(DISCOUNT OPTION)

Serial No: ____________________

Private and Confidential

To: The Remuneration and Share Option Committee ("RSOC")
Del Monte Pacific Executive Share Option Plan 2016
Del Monte Pacific Limited
c/o 17 Bukit Pasoh Road
Singapore 089831

Total number of ordinary shares in the capital of the Company (the "Shares") offered at *S$/PHP__________ per Share under the Del Monte Pacific Executive Share Option Plan 2016 (the "Plan") on ___________ ("Date of Grant")	:	____________________
Number of Shares previously allotted and issued thereunder	:	____________________
Outstanding balance of Shares to be allotted and issued thereunder	:	____________________
Number of Shares now to be subscribed	:	____________________

---

1. Pursuant to your Letter of Offer dated __________ and my acceptance thereof, I hereby exercise the Discount Option to subscribe for Shares in the capital of Del Monte Pacific Limited (the "Company") at the discounted price of *S$/PHP __________ per Share.

2. I hereby request the Company to allot and issue the number of Shares specified in paragraph 1 above in the name of *The Central Depository (Pte) Limited ("CDP")/Philippines Depository & Trust Corporation ("PDTC") to the credit of my securities account with CDP/PDTC or my securities sub-account with a Depository Agent specified below and to deliver the share certificate(s) relating thereto to CDP/PDTC. I further agree to bear such fees and other charges as may be imposed by CDP/PDTC (the "CDP Charges" or "PDTC Charges") in respect thereof:

*(a) Direct Securities Account Number : ____________________

or

*(b) Securities Sub-Account Number : ____________________

Name of Depository Agent : ____________________

SCHEDULE F

3. I enclose a *cheque/cashier's order/bank draft/postal order no. ___________ of *S$/PHP ___________ in payment for the subscription of the total number of the said Shares and *CDP Charges/PDTC Charges of *S$/PHP ___________.

4. I agree to subscribe for the said Shares subject to the terms of the Letter of Offer, the Plan and the Memorandum and Articles of Association of the Company.

5. I declare that I am subscribing for the said Shares for myself and not as a nominee for any other person.

Please print in block letters

Name in Full : ______________________________

Designation : ______________________________

Address : ______________________________

Nationality : ______________________________

*NRIC/Passport No. : ______________________________

Signature : ______________________________

Date : ______________________________

* *Please delete accordingly.*

Notes:

1. The Exercise Notice must be forwarded to the RSOC in an envelope marked "Private and Confidential".

2. The Participant shall be informed by the Company of the relevant CDP Charges/PDTC Charges payable at the time of the exercise of the Discount Option.

DEL MONTE PACIFIC LIMITED
(Incorporated in the British Virgin Islands with limited liability on 27 May 1999)

NOTICE OF GENERAL MEETING

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

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

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

THAT:

(a) the share option plan to be known as the "Del Monte Pacific Executive Share Option Plan 2016" ("**Plan**"), particulars of which are set out in the circular dated 8 August 2016 ("**Circular**"), under which a Market Price Option and/or a Discount Option ("**Options**") to subscribe for ordinary shares in the capital of the Company ("**Shares**") will be granted to selected eligible Participants (including Controlling Shareholders and/or their Associates) be approved;

(b) the Board of Directors of the Company ("**Board**") be and is hereby authorised:

(i) to establish and administer the Plan;

(ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan; and

(iii) to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted by the Company under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (i)] **(Resolution 1)**

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

THAT subject to and contingent upon the passing of Ordinary Resolution 1, approval be given for Options to be granted under the Plan for the subscription of Shares at exercise prices which may, at the discretion of the Board upon the Committee's recommendation, be subject to a discount to the market price for the Shares prevailing at the Offer Date of the respective Options (such market price to be determined in accordance with the Rules of the Plan), provided that the maximum discount which may be given shall not exceed 20% of the relevant market price for the Shares applicable to that Option. **(Resolution 2)**

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

THAT subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Joselito D Campos, Jr (who is deemed a Controlling Shareholder of the Company) and his Associates in the Plan be and is hereby approved.
[See Explanatory Note (ii)] **(Resolution 3)**

By Order of the Board

Antonio E S Ungson
Company Secretary
8 August 2016

Explanatory Notes to Resolutions to be passed:

(i) The Ordinary Resolution 1 proposed in item 1 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Plan. The aggregate number of shares which may be issued pursuant to the Plan and any other share scheme/share plan which the Company may have in place shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

(ii) The Ordinary Resolution 3 proposed in item 3 above, if passed, will enable Mr Joselito D Campos, Jr and his Associates to participate in the Plan. The rationale for the participation of Mr Joselito D Campos, Jr, in the Plan can be found in page 15 of this Circular. For the avoidance of doubt, any proposed grant of Options under the Plan to Mr Joselito D Campos, Jr and his Associates shall be separately approved by Shareholders of the Company at a general meeting of the Company.

A. Notes for Singapore Shareholders:

1. A Shareholder entitled to attend and vote at the GM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. If a Depositor wishes to appoint a proxy/proxies to attend the GM, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, forty-eight (48) hours before the time of the GM.

3. If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

B. Notes for 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 Philippine Shareholders who are unable to attend the GM in Singapore, they will still be able to vote by manual poll voting in Manila. However, Philippine Shareholders who wish to attend the GM in Singapore will be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.

3. Philippine Shareholders who wish to vote but cannot attend either the GM in Singapore or the videoconference in the Philippines may still do so by appointing a proxy to attend the meeting in Singapore or in Manila. He/she must complete the enclosed proxy form and submit the same on or before **28 August 2016 at 10.40 a.m.** to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., at its office at the Securities Services and Corporate Agencies Department, 15th Floor South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City 0726, Philippines for the attention of Ms. Carla B. Salonga.

4. Only Shareholders at record date at the close of business on **26 August 2016** are entitled to attend and vote at the GM.

5. Philippine Shareholders may also be entitled to appoint not more than two (2) proxies to attend in his/her stead. A proxy need not be a Member or Shareholder of the Company.

6. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m.** at the office of the Philippines Stock Transfer Agent.

Personal data privacy:

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

ANNEX "E"

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 operating subsidiaries are principally engaged in growing, processing and selling canned and fresh pineapples, pineapple juice concentrate, tropical mixed fruit, canned peaches and pears, canned vegetables, tomato-based products, broth and certain other food and beverage products mainly under the brand names of *"Del Monte", "S&W"*, *"Today's"*, *"Contadina*", *"College Inn"* and other brands. The Company's subsidiaries also produce and distribute private label food products.

Subsidiaries

The details of the Company's subsidiaries and their principal activities, as of 8 July 2016, are as follows:

Name of subsidiary	Date of Incorporation	Principal activities	Place of incorporation and business	Effective equity held by the Group
Held by the Issuer				
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 license to use "S&W" in Western Europe. Sale and distribution of	British Virgin Islands	100.00%

Name of subsidiary	Date of Incorporation	Principal activities	Place of incorporation and business	Effective equity held by the Group
		food products under *"S&W"*.		
DMPL Foods Limited ("**DMPLFL**")	11 Dec 2013	Investment holding	British Virgin Islands	Approximately 89.40%
Held by Del Monte Pacific Resources Limited				
Central American Resources, Inc ("**CARI**")	16 Dec 1971	Investment holding	Panama	100.00%
Held by Central American Resources, Inc.				
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	20 Jun 2014	Growing, packing and sale and export of fresh produce	Philippines	100%
Held by DMPL India Pte Ltd				
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**")	12 Aug 2004	Investment holding	Mauritius	Approximately 94%
Held by Del Monte Philippines, Inc				
Philippines Packing Management Services Corporation ("**PPMSC**")	18 Jun 2007	Management, logistics and support services	Philippines	100.00%
Del Monte Txanton Distribution, Inc ("**DM Txanton**")	7 Jan 2015	Distribution of food products	Philippines	40%

Name of subsidiary	Date of Incorporation	Principal activities	Place of incorporation and business	Effective equity held by the Group
Held by Dewey Limited				
Dewey Sdn Bhd	5 Oct 2009	Owner of the *"Del Monte"* and *"Today's"* trademarks in the Philippines	Malaysia	100.00%
Held by DMPL Foods Limited				
Del Monte Foods Holdings Limited ("**DMFHL**")	11 Nov 2013	Investment holding	British Virgin Islands	Approximately 89.40%
Held by Del Monte Foods Holdings Limited				
Del Monte Foods Holdings, Inc. ("**DMFHI**")	2 Jun 2014	Investment holding	State of Delaware, U.S	Approximately 89.40%
Held by Del Monte Foods Holdings, Inc				
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%
Held by DMFI				
Del Monte Andina C.A.	16 Jul 1998	Distribution of food products	Venezuela	-
Del Monte Colombiana S.A.	27 Oct 1999	Distribution of food products	Colombia	Approximately 81.97%
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%

Name of subsidiary	Date of Incorporation	Principal activities	Place of incorporation and business	Effective equity held by the Group
S&W Fine Foods, Inc	26 Feb 2001	Distribution of food products	State of Delaware, U.S.	Approximately 89.40%
Sager Creek Foods, Inc ("**Sager Creek**")	24 Feb 2015	Distribution of food products	State of Delaware, U.S.	Approximately 89.40%
Held by Del Monte Andina C.A. (Venezuela)				
Del Monte Argentina S.A.	22 Sep 2000	Distribution of food products	Argentina	-

A subsidiary is considered significant, as defined under the SGX-ST Listing Manual, if its net tangible assets represent 20% or more of the Company and its subsidiaries' (the "**Group**") 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 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 (SGD)	
		High	Low	High	Low
2016	2Q 2016	12.50	10.60	0.37	0.29
	1Q 2016	13.40	11.00	0.40	0.30
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 U.S.$630.0 million consisting of 3,000,000,000 ordinary shares, each with a par value of U.S.$0.01 and 600,000,000 preference shares, each with a par value of U.S.$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. The Company has a total of 1,944,935,826 issued ordinary shares, including treasury shares.

The top 20 shareholders of the Company as at 8 July 2016 are as follows:

Rank	Name	No. of Ordinary Shares	%
1	NutriAsia Pacific Limited	1,155,030,190	59.44%
2	HSBC (Singapore) Nominees Pte Ltd	164,711,947	8.48%
3	Lee Pineapple Company Pte Ltd	100,422,000	5.17%
4	Deutsche Bank Manila-Clients A/C	83,049,455	4.27%
5	DBS Nominees Pte Ltd	79,596,242	4.10%
6	Raffles Nominees (Pte) Ltd	40,207,174	2.07%
7	BNP Paribas Nominees Singapore Pte Ltd	18,864,490	0.97%
8	Government Service Insurance System	16,722,937	0.86%
9	Wee Poh Chan Phyllis	14,351,900	0.74%
10	United Overseas Bank Nominees (Private) Limited	11,582,728	0.60%
11	Banco De Oro – Trust Banking Group	10,369,376	0.53%
12	Citibank Nominees Singapore Pte Ltd	10,272,632	0.53%
13	DBS Vickers Securities (Singapore) Pte Ltd	8,627,071	0.44%
14	COL Financial Group, Inc	8,425,346	0.43%
15	Joselito Jr Dee Campos	7,621,466	0.39%
16	Pineapples of Malaya Private Limited	6,432,000	0.33%
17	Maybank Kim Eng Securities Pte. Ltd.	5,212,764	0.27%
18	The Hongkong and Shanghai Banking Corp Ltd. -Clients' Acct	4,628,297	0.24%
19	IGC Securities, Inc	4,368,849	0.22%
20	KGI Fraser Securities Pte. Ltd.	3,809,860	0.20%
	Subtotal (Top 20 Stockholders)	**1,754,306,724**	**90.28%**
	Others	188,907,382	9.72%
	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 has been 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 U.S. 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 an interim dividend of 0.62 U.S. 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. For FY2016, the Company declared a 50% payout of the year's net profit.

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.

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	69	Singaporean	Lead Independent Director
Godfrey E. Scotchbrook	70	British	Independent Director
Dr. Emil Q. Javier	75	Filipino	Independent Director[2]
Yvonne Goh	63	Singaporean	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	52	Filipino	Chief Corporate Officer
Parag Sachdeva	46	Indian	Chief Financial Officer
Antonio E.S. Ungson	44	Filipino	Company Secretary, Chief Legal Counsel and Chief Compliance Officer
Ma. Bella B. Javier	56	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 in the

[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.

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 – 69, 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.

Godfrey E Scotchbrook – 70, 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.

Dr Emil Q Javier – 75, Filipino
Independent Director

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

Dr Emil Q Javier is a Filipino agronomist widely recognised 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 has served as Philippines 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 a Director of Del Monte Foods, Inc, DMPL's US subsidiary and is an Independent Director of Philippine-listed Centro Escolar University. 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.

Yvonne Goh – 63, Singaporean
Independent Director

Appointed on 4 September 2015

Mrs Goh is a Director of UNLV Singapore Limited, the Singapore campus of the University of Nevada Las Vegas (UNLV), USA. Mrs Goh is also a Director of EQUAL-ARK Singapore Ltd, a charity registered under the Charities Act and an Institution of Public Character (IPC), assisting at-risk-kids through equine-assisted learning. She was previously Managing Director of the KCS Group in Singapore, a professional services organisation and Managing Director of Boardroom Limited, a company listed on the SGX. Mrs 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 had served as Council Member and Vice Chairman of the Singapore Institute of Directors as well as Chairman of its Professional Development Committee. Mrs Goh was also a Director of the Accounting and Corporate Regulatory Authority (ACRA) and a past Chairman of the Singapore Association of the Institute of Chartered Secretaries and Administrators. Mrs Goh is a Fellow of the Singapore Institute of Directors and a Fellow of the Institute of Chartered Secretaries and Administrators, UK.

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 – 52, 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 – 46, 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
Chief Legal Counsel and Chief Compliance Officer; Company Secretary

Mr Antonio E S Ungson is the Chief Legal Counsel and Chief Compliance Officer, and Company Secretary, 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 – 56, 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 O 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 Ernst and Young LLP ("EY Singapore"), which is the same accounting firm tabled for reappointment for the current fiscal year at the AGM of shareholders. Sycip Gorres Velayo & Co. ("EY Philippines"), the Group's auditors in the Philippines for the most recently completed fiscal year, is likewise tabled for reappointment for the current fiscal year at the AGM.

(b) Mr Alvin Phua Chun Yen is the partner-in-charge from EY Singapore for the audited financial statements of the Company and the Group for the fiscal year ended 30 April 2016.

(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:

	FY2016 U.S.$	**FY2015 U.S.$**	**SY2014 U.S.$**
1. Audit, other Assurance and Related Fees	339,393	322,000	246,000
2. Tax Fees	-	3,968	-
3. All Other Fees*	-	218,032	546,000

**Other fees mainly pertain to the review of the Prospectus which was prepared in connection with the stock rights offering conducted in March 2015.*

(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 Audit and Risk Management Committee 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 Audit and Risk Management Committee 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 fiscal year ended 30 April 2016

The financial statements of the Company and its subsidiaries (the "**Group**") as of 30 April 2016 are attached and incorporated herein by reference.

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

Review of Operating Performance for FY2016

Sales

The Group generated sales of U.S.$2.3 billion in FY2016, up 3.7% versus the prior year on higher sales from the U.S., Philippines and S&W in Asia and the Middle East.

The Group's U.S. subsidiary, DMFI, grew sales by 4.0% to U.S.$1.8 billion or 78.4% of Group sales. Without Sager Creek, DMFI's sales decreased by 3.9%, mainly due to unsuccessful government contract bids and lower pineapple sales due to constrained supply as a result of the El Niño weather pattern. Certain segments - Del Monte canned vegetable, Del Monte fruit in cups and College Inn broth - generated higher sales.

DMFI has been focused on strengthening its leading share positions amidst canned vegetable and fruit industry contraction. It increased its market shares in the canned vegetable and fruit segments, up 1.1% and 0.9%, respectively, for the full year period.

DMFI increasingly offers differentiated value propositions through meaningful product improvements, marketing campaigns, and innovation, as well as effectively managing pricing fundamentals and executing well at the retail channel.

The 'Del Monte Farm to Table Campaign' was launched in August 2015 to reinforce Del Monte's quality message from seed to harvest. The Farm to Table Campaign provides meal inspiration for every day meals and the holidays.

In the fourth quarter of FY2016, DMFI announced its transition to 100% BPA-free internal can coatings by the end of the pack season in October 2016. It will also shift its products to non-GMO. While the Del Monte canned fruit and vegetable products have always been non-GMO, DMFI is replacing secondary ingredients so that 100% of the vegetables, 100% of the fruit cups, and 95% of the tomatoes will be GMO-free. Furthermore, it will be expanding the number of products in its vegetable line with convenient easy open lids, eliminating the need for a can opener.

Finally, DMFI is reformulating its Fruit Cups, replacing the light syrup pack medium with lightly sweetened juice which is consumer-preferred for its real and perceived taste and health attributes.

The industry for plastic fruit cup and broth categories continued to grow in FY2016. The Group has identified these segments as high performing and as such has actively increased its business development efforts to capture this growth. In FY2016, DMFI launched the Del Monte Fruit & Veggie Fusions, fruits in single serve cup served in a lightly sweetened vegetable and fruit juice primarily targeted at children to address both their daily fruit and vegetable requirements.

As for the College Inn broth product, from its stronghold in the Northeastern part of the U.S., DMFI has recently taken it nationwide.

As part of the Group's strategy to cross-sell between USA and Asia, DMFI started importing Del Monte Philippines' products into the U.S. 18 months ago. These include juices, canned mixed fruit and sauces in stand-up-pouches. These products are now distributed nationwide in over 1,000 Asian ethnic retailers. DMFI will continue to accelerate the distribution expansion and store penetration in the growing Asian ethnic segment. DMFI has also begun testing in selective mainstream retailers including Safeway and Walmart. With the positive results in the pilot stores, DMFI plans to launch the imported 8-ounce juice products nationwide in mainstream retail.

Meanwhile, DMFI has continued to export its S&W canned specialty fruits, corn and tomato products to Asia, and recently added exports of Contadina canned tomato products to South Korea.

The Philippine market delivered a record performance with sales of U.S.$323.0 million, up 6% in U.S. dollar terms and up 11% in peso terms as all product categories – packaged fruit, beverage and culinary – posted higher sales, driven by an expanded user base and household penetration.

In addition, the market continues to benefit from the resurgent multi-serve beverage segment, behind trade expansion and digital-based awareness building initiatives for the 1-litre Tetra Juice Drink line. The Group launched the Del Monte Heart Smart Orange Juice Drink in a new 1-litre pack, and the Del Monte Ketchup in a new resealable pouch.

The food service or institutional channel also performed strongly as it introduced a number of initiatives:

- Launch of new, limited-time-offer juice variants of Del Monte Pineapple Strawberry and Del Monte Blueberry Juice Drinks in 7-Eleven which generated strong performance for the total Del Monte juices;
- Pilot Del Monte Fruit Slush in Easy Day Stores which grabbed shares from frozen beverages and refreshments and created a new segment;
- Jollibee breakfast promotion;
- Meals tie-up with Bonchon and Greenwich pizza which generally involve Del Monte pineapple juice;
- New recipes launched in accounts which involved using Del Monte products;
- Chiller in 7-Eleven where Del Monte juices are placed in prominent spot and supplemented with merchandising materials; and
- Improved distribution in local convenience stores through dispenser deployment programme

The new in-house PET plant has started commercial operations in November 2015 and this is expected to improve margins for DMPL's Fit 'n Right juice drinks which used to be outsourced. The plant also includes a Technical and R&D Centre.

Sales of the S&W branded business in Asia and the Middle East reached U.S.$69.1 million in FY2016, a record for this brand since the Group acquired it in 2007. Sales were up 10% driven by higher volume and favourable mix. Both the fresh and packaged segments delivered higher sales with the canned fruit category up strongly. The fresh segment accounted for 60% of S&W's total sales in FY2016, while the packaged segment accounted for the balance 40%.

China generated strong growth in fresh, driven by distribution expansion, while Middle East's packaged product sales were up significantly due to higher mixed fruit sales in Pakistan and juices in Iraq. S&W also launched its 100% Apple juice and Pineapple & Coconut juice in Israel. It introduced Calamansi juices at the chilled section in various Mini Stop outlets in the Philippines. It also increased its foodservice or institutional channel footprint with its innovative cholesterol-reducing S&W Heart Smart juices sold in Dubai.

Sales at FieldFresh Foods, our Indian joint venture, which are equity accounted and not consolidated, were U.S.$65.8 million in FY2016, 8% higher versus prior year in U.S. dollar terms but 16% stronger in rupee terms. U.S.$54.8 million came from the Del Monte-branded packaged segment and U.S.$11.0 million from the FieldFresh-branded fresh segment.

The Del Monte business in India was up strongly by 19% in rupee terms. It launched a number of innovative products in the Indian market:

- Del Monte Pasta made from whole wheat;
- Del Monte Olives in smaller jars;
- Del Monte Dried Apricots in 130g pouches;
- Del Monte Pink Guava and Peach fruit drinks in 180ml cans;
- Del Monte Eggless Mayonnaise 500g spout; and
- Del Monte Mayonnaise glass bottle range re-launch, expanded and revamped to tap into the fast growing mayo category. The new look has been designed to better reflect Del Monte's brand personality – young, modern, fun, foodie.

FieldFesh sustained its positive EBITDA and, as such, DMPL's share of loss in the FieldFresh joint venture in India was lower at U.S.$1.6 million from U.S.$2.1 million in the prior year as a result of higher sales and production efficiencies.

Gross Profit and Margin

The Group generated a gross profit of U.S.$481.9 million, higher by 18% over the prior year. Prior year included the U.S.$44.3 million unfavourable inventory step-up adjustment related to the February 2014 acquisition. Stripping that out, gross profit for FY2016 would have still been up 7% on higher sales and cost optimisation initiatives.

Group gross margin for the full year improved to 21.2% from 18.7% in the same period last year with lower trade spend in DMFI and cost optimisation initiatives to mitigate the impact of lower pineapple output from El Niño, particularly in the first half of the financial year. In addition, prior year included the unfavourable inventory step-up adjustment mentioned above. Absent that, FY2015's gross margin would have been 20.7%.

DMFI's gross margin for the full year improved to 18.1%, much higher than the 15.9% in the prior year for the same reasons above. In FY2016, DMFI encountered operational issues and inefficiencies in the newly acquired Sager Creek production sites. Had it not been for those, DMFI's gross margin for FY2016 would have been closer to 20%. The supply chain footprint for Sager Creek is being integrated with the rest of Del Monte Foods and the operational issues had been addressed.

DMPL ex-DMFI's gross profit grew to U.S.$160.7 million, and its gross margin increased to 29.0% from 26.3% due to better sales mix, pricing actions and cost optimisation initiatives.

EBITDA and Net Profit

The Group posted an EBITDA of U.S.$235.2 million, up 172% as it included a one-off net gain of U.S.$33.1 million due to DMFI's retirement plan amendment and the working capital adjustment, which offset expenses from the closure of a plant in North Carolina. Even without the one-off gain, EBITDA would have been up a strong 38%. A table on the non-recurring items is provided below. DMFI accounted for U.S.$155.5 million of Group EBITDA.

The Group achieved a net income of U.S.$51.5 million for FY2016, inclusive of one-off net favourable adjustments of U.S.$31.7 million after tax. Even after excluding non-recurring items, the core or recurring net income in FY2016 of U.S.$19.8 million is a significant improvement from the U.S.$43.2 million reported loss last year. DMFI accounted for U.S.$26.3 million of the Group net income.

DEBT AND CASH FLOW

The Group's net debt (cash and bank balances less borrowings) amounted to U.S.$1.8 billion as at 30 April 2016, slightly higher than the U.S.$1.7 billion as at 30 April 2015 due to DMFI's higher working capital loan balance given the higher inventory level from reduced sales to the USDA. This inventory is shelf-stable that can be sold on a go-forward basis. As such, production plans for FY2017 have been adjusted downward which will result in lower working capital requirements in FY2017.

As part of the Group's deleveraging plan subject to all regulatory approvals and market conditions, DMPL intends to issue U.S. dollar denominated perpetual preference shares in 2016 in the Philippine capital market, to be listed on the PSE. The Company has received pre-effective approval from the Philippine Securities and Exchange Commission (the "**SEC**") earlier and is awaiting the approval of its listing application and the offering from the PSE and the Bangko Sentral ng Pilipinas (Central Bank) respectively.

As this is the first ever U.S.$-denominated preference shares to be issued and listed on the PSE, the platform is being set up. The PSE has approved and endorsed its amended Dollar Denominated Securities rules to the SEC for its concurrence. The proposed issue will be up to U.S.$360 million (with an initial tranche of up to U.S.$250 million and the balance issuable within three years) that will result in a further improvement of the Group's leverage ratios.

In March 2015, the Group raised approximately U.S.$150 million from the oversubscribed Rights Issue.

The Group's cash flow from operations was U.S.$31.0 million for FY2016, significantly lower than the U.S.$239.6 million in FY2015 due to the higher working capital requirement mentioned above.

The Group expects to meet its financial obligations by increasing its operating cash flow in the coming year and managing its interest rate risk by swapping variable with fixed interest rates. The majority of the LBO loans in the USA have already been swapped to fixed rates starting February 2016.

CAPEX

Capital expenditures (capex) were U.S.$60.3 million for FY2016, lower than the U.S.$75.2 million in the prior year due to completion of key SAP projects at DMFI. DMFI accounted for U.S.$44.3 million of Group capex for FY2016.

DMFI migrated its ERP to SAP in January 2015, and capitalised U.S.$39.8 million (and expensed U.S.$16.4 million) for this project in FY2015. DMFI capitalised another U.S.$7.1 million (and expensed U.S.$13.2 million) for SAP in FY2016.

DMPL ex DMFI's capex was U.S.$16.0 million for FY2016 which included spending for the PET bottling plant in the Philippines.

DIVIDENDS

The Board declared a dividend of 1.33 U.S. cents (U.S.$0.0133) per ordinary share, representing a 50% payout of FY2016 net profit.

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

	30-Apr-16	30-Apr-15	30-Apr-14	Benchmark
Current Ratio	1.1	1.3	1.0	Minimum of 1.2

The slight decrease in the current ratio is due to higher current financial liabilities from reclassification of loans net of availment and payment.

B. Debt to Equity

	30-Apr-16	30-Apr-15	30-Apr-14	Benchmark
Debt to Equity	6.4	7.1	9.2	Maximum of 2.5

The decrease in the debt to equity is due to higher equity this year, prompted by the Group's turnaround from last year's loss to this year's income.

C. Net Profit Margin

	30-Apr-16	30-Apr-15	30-Apr-14	Benchmark
Net Profit Margin attributable to owners of the company	2.27%	-1.97%	-11.60%	Minimum of 3%

The turnaround of the net profit margin is mainly on the positive result of the Group this year. This is driven by the better results and favourable operation by the Group this year.

D. Return on Asset

	30-Apr-16	30-Apr-15	30-Apr-14	Benchmark
Return on Asset	2.02%	-1.87%	-1.98%	Minimum of 1.21

Improved return on assets from April 2015 is due to the positive income result in fiscal year ended 30 April 2016.

E. Return on Equity

	30-Apr-16	30-Apr-15	30-Apr-14	Benchmark
Return on Equity	14.93%	-15.11%	-20.15%	Minimum of 8%

The complete turnaround is mainly due to the positive results in fiscal year ended 30 April 2016, which posed a higher equity during the year ended.

Material Changes in Accounts

A. Cash and cash equivalent

The increase in cash was mainly due to increased borrowings.

B. Inventories

Increase in inventory is mainly on the impact of the change of group's accounting policy on inventory from weighted average to FIFO.

C. Property, Plant and Equipment

Decrease in Property and Equipment is mainly attributed to the additional depreciation recorded during the year.

D. Intangible assets

Decrease in Intangibles is mainly attributed to the additional amortization recorded during the year.

F. Deferred tax assets

Increase in deferred tax assets is mainly due to increase in non current deferred charges.

G. Trade & Other Payables

Decrease in trade and other payable is mainly due to DMFI's settlement of payable during the year.

H. Financial liabilities

Slight increase in financial liabilities is due to working capital requirements.

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 30 April 2016 and 30 April 2015, the Company is in compliance with the covenants stipulated in its loan agreements.

Financial Ratios

Supplementary Schedule of Financial Soundness Indicator

Ratio	Formula	30 April 2016	30 April 2015	30 April 2014
(i) Liquidity Analysis Ratios:				
Current Ratio or Working Capital Ratio	Current Assets / Current Liabilities	1.1	1.3	1.0
Quick Ratio	(Current Assets - Inventories - Prepaid expenses and other current assets - Biological Assets – Noncurrent assets held for sale) / Current Liabilities	0.2	0.3	0.2
(ii) Solvency Ratio	Total Assets / Total Liabilities	1.2	1.1	1.1
Financial Leverage Ratios:				
Debt Ratio	Total Debt/Total Assets	0.9	0.9	0.9
Debt-to-Equity Ratio	Total Debt/Total Stockholders' Equity	6.4	7.1	9.2
(iii) Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	7.4	8.1	10.2
(iv) Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	1.6	0.3	-3.1
(v) Debt/EBITDA Ratios	Total Debt/ Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)	9.9	26.6	-55.8
(vi) Profitability Ratios				
Gross Profit Margin	Revenue - Cost of Sales / Revenue	21.25%	18.67%	9.80%
Net Profit Margin attributable to owners of the company	Net Profit attributable to owners / Revenue	2.27%	-1.97%	-11.60%
Net Profit Margin	Net Profit / Revenue	2.40%	-2.24%	-12.91%
Return on Assets	Net Profit / Total Assets	2.02%	-1.87%	-1.98%
Return on Equity	Net Profit / Total Stockholders' Equity	14.93%	-15.11%	-20.15%

BUSINESS OUTLOOK

With the return to profitability in FY2016, the Group has successfully laid a foundation from which it will execute its strategies and growth plans. Barring unforeseen circumstances, the Group will continue to be profitable in FY2017, continuing the improvements achieved in FY2016. The Group sees opportunities in foodservice or institutional accounts and e-commerce, and will be accelerating its business development in these channels.

DMFI is expected to be profitable in financial year 2017 largely on the back of cost saving initiatives and operational improvements. DMFI's Sager Creek business experienced manufacturing issues in FY2016 which impacted the overall US company's margins. DMFI's manufacturing team has already addressed these inefficiencies at Sager Creek, closing one of the two manufacturing plants and integrating DMFI best practices into the other.

In the short-to-mid term, DMFI also plans to improve its financial performance through procurement synergies and transformation, and optimisation of G&A costs through the restructuring initiative which started in FY2016. The Group has shifted to a leaner organisation model in the US to drive channel growth and bring down costs in line with competition.

In terms of revenue building, DMFI will increasingly offer differentiated value propositions through meaningful product improvements, marketing campaigns, and innovation as well as effectively manage pricing fundamentals and executing well at retail.

DMFI's products align well with the ongoing consumer trend for health and wellness as well as emerging consumer concerns about food ingredient and packaging safety. There is latent market demand to consume more fruits and vegetables, and DMFI's product line provides healthy and convenient solutions to address this. It has also made important strides to address emerging concerns, including GMO and BPA. The key is to continuously improve products to meet ever evolving consumer trends and concerns and be able to clearly communicate the new product attributes.

For its strong brands with significant scale, there is tremendous opportunity in the better-for-you eating trend and the Group believes that it is well positioned to grow long-term with this trend.

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 continue to gain more traction as it leverages its distribution expansion in Asia and the Middle East, while the Group's joint venture in India will continue to generate higher sales and maintain its positive EBITDA.

In the Philippines, the Group will be sustaining prior years' successful programmes aimed at driving user base expansion, generating more frequent consumption, building new usage occasions, and innovation meant to expand the brand's footprint into new consumer segments. In addition, the Group expects to take full advantage of the growing foodservice industry by forging strategic tie-ups with key foodservice accounts, particularly on beverage expansion and culinary meal inclusion.

The Group expects the S&W business to sustain its strong growth as it expands distribution, partners with foodservice companies, explores the e-commerce channel, and increase its beverage portfolio in its markets.

The focus for Del Monte in India in the near term will be on increasing the penetration and reach of each of its key categories in India in retail, led by the culinary segment – bothmayonnaise and ketchup – and the Italian range. As one of the most widely distributed brands in the B2B space, FieldFresh will also continue to leverage its considerable strength in the foodservice segment by regular introduction of new products.

As part of the Group's deleveraging plan, DMPL intends to issue US dollar denominated perpetual preference shares in 2016 in the Philippine capital market, to be listed on the Philippine Stock Exchange

(PSE), subject to all regulatory approvals and market conditions. The Company has received pre-effective approval from the Philippine SEC earlier and is awaiting the approval of its listing application and the offering from the PSE and the Bangko Sentral ng Pilipinas (Central Bank), respectively. As this is the first ever US$-denominated preference share to be issued and listed on the PSE, the platform is being set up. The PSE has approved and endorsed its amended Dollar Denominated Securities rules to the SEC for its concurrence. The proposed issue will be up to US$360 million (with an initial tranche of up to US$250 million and the balance issuable within three years) 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 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. (Please see Corporate Governance section excerpted from the FY2016 Annual Report.)

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 approved and issued a Board Diversity Policy which states that diversity is important to Board effectiveness as it will enhance decision making by harnessing the variety of skills, industry and business experiences, gender, age, ethnicity and culture, geographical background and nationalities, tenure of service, and other distinguishing qualities of the members of the Board. The Nominating Committee is responsible for administering this policy and for evaluating it.

b) The Board also now includes a female Director.

c) The Board has recently reviewed the Company's vision and strategy, and will continue to do so annually.

d) The Nominating Committee undertakes the process of identifying the quality of directors aligned with the Company's strategic directions. The Nominating Committee evaluates the suitability of a prospective candidate based on his or her qualification and experience, ability to commit time and effort in the effective discharge of duties and responsibilities.

e) The Company has formally constituted the Audit and Risk Management Committee to recognize the committee's ongoing work and efforts relating to risk management;

f) The Company has reconstituted the Audit and Risk Management Committee and the Remuneration and Stock Option Committee to comprise entirely of Independent Directors;

g) The Company has imposed limits on the number of directorships and chairmanships that the Directors may hold in other listed companies;

h) 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);

i) For increased transparency, the Notice of the Annual General Meeting ("AGM Notice") now includes the profiles of the Directors seeking re-election;

j) The names of the Company's Internal Audit Head and the independent scrutineer are now specified in the Annual Report;

k) The AGM Notice now includes a dividend policy and amount of dividend even if nil;

l) The Company is formalizing a long established and practiced policy requiring the Directors to abstain in matters of conflict;

m) 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; and

n) The Company provides in its Annual Report the Group's market position for the recently completed fiscal year as a non-financial performance indicator.

Deviation from Compliance

a) The Nominating Committee 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 Nominating Committee 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 Nominating Committee had noted that Mr Scotchbrook had demonstrated independent mindedness and conduct at Board and Board committee meetings. The Nominating Committee 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 Nominating Committee, having reviewed the Director's judgment and conduct in carrying out his duties for the year in review, deems that Mr 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 will implement a Board diversity policy to further improve the diversity among its directors and consequently enhance decision making by the Board.
b) The Company will implement a Policy on Conflict of Interest which shall make its high level governance practices more robust.
c) The Board will continue to review the Company's Vision and Mission on a regular basis.
d) The Company will implement an Acquisition Policy for the Group.
e) The Company will accelerate its program for Sustainability reporting.

ANNEX "F"

Del Monte Pacific Limited and its Subsidiaries

Financial Statements
30 April 2016

and

Independent Auditors' Report

SGV

Building a better working world

A member firm of Ernst & Young Global Limited

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 891 0307
Fax: (632) 819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
December 14, 2015, valid until December 31, 2018
SEC Accreditation No. 0012-FR-4 (Group A),
November 10, 2015, valid until November 9, 2018

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Del Monte Pacific Limited

We have audited the accompanying consolidated financial statements of Del Monte Pacific Limited and Subsidiaries (the Group) and the separate financial statements of Del Monte Pacific Limited (the Company), which comprise the statements of financial position as at 30 April 2016, and the income statements, statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Group and of the Company as at 30 April 2016, and their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards.

Other Matter

The financial statements of the Group and of the Company as at 30 April 2015 and 2014 and for the year ended 30 April 2015 and four months ended 30 April 2014 were audited by another auditor who expressed an unmodified opinion on those statements on 28 July 2015.

SYCIP GORRES VELAYO & CO.

Catherine E. Lopez

Catherine E. Lopez
Partner
CPA Certificate No. 86447
SEC Accreditation No. 0468-AR-3 (Group A),
1 May 2016, valid until 1 May 2019
Tax Identification No. 102-085-895
BIR Accreditation No. 08-001998-65-2015
27 February 2015, valid until 26 February 2018
PTR No. 5321648, 4 January 2016, Makati City

25 July 2016

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Del Monte Pacific Limited and Subsidiaries** is responsible for the preparation and fair presentation of the consolidated financial statements for the years ended April 30, 2016 and 2015, and for the four months period ended April 30, 2014, including additional components attached therein, in accordance with the prescribed financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the consolidated financial statements and submits the same to the Stockholders.

SyCip Gorres Velayo & Co., the independent auditors appointed by the stockholders, has examined the consolidated financial statements of the company for the year ended April 30, 2016 (R.G. Manabat & Co. for the year ended April 30, 2015 and four months period ended April 30, 2014) in accordance with Philippine Standards on Auditing, and in its reports to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.

Signature____
Rolando C. Gapud, Executive Chairman

Signature____
Joselito D. Campos, Jr., Managing Director & Chief Executive Officer

Signature____
Parag Sachdeva, Chief Financial Officer

Signed as of the 25th day of July 2016

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

Before me, a Notary Public in and for Makati City, personally appeared on this 28th day of July, 2016, Mr. Rolando C. Gapud with Passport No. EB7643069 issued on 14 Mar 2013 at PCG-Hong Kong, who was identified by me through competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that his signature on the instrument was voluntarily affixed by him for the purposes stated therein, and who declared to me that he has executed the instrument as his free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal on the date and at the place first above-written.

Doc. No. 182;
Page No. 37;
Book No. 30
Series of 2016.

JUANITO H. VINCULADO
NOTARY PUBLIC
APPT. NO. M-194 UNTIL DEC. 31, 2017
PTR 11000419J / LAS PIÑAS
IBP 1010174 / 10/27/15 PPLM
Roll No. 41092 / MCLE IV-0008817

STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS

The management of **Del Monte Pacific Limited and Subsidiaries** is responsible for the preparation and fair presentation of the consolidated financial statements for the years ended April 30, 2016 and 2015, and for the four months period ended April 30, 2014, including additional components attached therein, in accordance with the prescribed financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

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SyCip Gorres Velayo & Co., the independent auditors appointed by the stockholders, has examined the consolidated financial statements of the company for the year ended April 30, 2016 (R.G. Manabat & Co. for the year ended April 30, 2015 and four months period ended April 30, 2014) in accordance with Philippine Standards on Auditing, and in its reports to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.

Signature____
Rolando C. Gapud, Executive Chairman

Signature____
Joselito D. Campos, Jr., Managing Director & Chief Executive Officer

Signature____
Parag Sachdeva, Chief Financial Officer

Signed as of the 25th day of July 2016

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

Before me, a Notary Public in and for Makati City, personally appeared on this 25th day of July, 2016, Mr. Joselito D. Campos, Jr. with Passport No. EB7219075 issued on 23 Jan 2013 at DFA-Manila, who was identified by me through competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that his signature on the instrument was voluntarily affixed by him for the purposes stated therein, and who declared to me that he has executed the instrument as his free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal on the date and at the place first above-written.

JUANITO H. VINCULADO
NOTARY PUBLIC
APPT. NO. M-194 UNTIL DEC. 31, 2017
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Doc. No. 181;
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The Board of Directors reviews and approves the consolidated financial statements and submits the same to the Stockholders.

SyCip Gorres Velayo & Co., the independent auditors appointed by the stockholders, has examined the consolidated financial statements of the company for the year ended April 30, 2016 (R.G. Manabat & Co. for the year ended April 30, 2015 and four months period ended April 30, 2014) in accordance with Philippine Standards on Auditing, and in its reports to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.

Signature____
Rolando C. Gapud, Executive Chairman

Signature____
Joselito D. Campos, Jr., Managing Director & Chief Executive Officer

Signature____
Parag Sachdeva, Chief Financial Officer

Signed as of the 25th day of July 2016

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

Before me, a Notary Public in and for Makati City, personally appeared on this 1st day of August, 2016, Mr. Parag Sachdeva with Passport No. Z3084975 issued on 24 December 2014 in Shanghai, who was identified by me through competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that his signature on the instrument was voluntarily affixed by him for the purposes stated therein, and who declared to me that he has executed the instrument as his free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal on the date and at the place first above-written.

Doc. No. 191;
Page No. 39;
Book No. 30;
Series of 2016.

JUANITO H. VINCULADO
NOTARY PUBLIC
APPT. NO. M-194 UNTIL DEC. 31, 2017
PTR 11000419J / LAS PIÑAS
IBP 1010174 / 10/27/15 PPLM
Roll No. 41092 / MCLE IV-0008817

Del Monte Pacific Limited and its Subsidiaries

Statements of financial position
As at 30 April 2016, 2015 and 1 May 2014
(In US$'000)

	Note	Group 30 April 2016	Group 30 April 2015 (As restated*)	Group 1 May 2014 (As restated*)	Company 30 April 2016	Company 30 April 2015 (As restated*)	Company 1 May 2014 (As restated*)
Noncurrent assets							
Property, plant and equipment - net	6	563,614	578,359	504,953	–	–	–
Investments in subsidiaries	7	–	–	–	749,133	765,798	800,325
Investments in joint ventures	8	22,820	22,590	21,008	2,551	2,551	–
Intangible assets and goodwill	9	750,373	759,700	742,763	–	–	–
Deferred tax assets - net	10	100,899	86,303	47,157	–	–	–
Biological assets	12	37,468	41,606	37,462	–	–	–
Employee benefits	22	–	–	10,673	–	–	–
Other noncurrent assets	11	25,941	28,985	23,688	–	–	–
		1,501,115	1,517,543	1,387,704	751,684	768,349	800,325
Current assets							
Biological assets	12	87,994	87,034	82,461	–	–	–
Inventories	13	845,233	749,549	808,671	–	–	–
Trade and other receivables	14	175,532	184,402	158,868	145,240	105,723	104,512
Prepaid expenses and other current assets	15	35,597	39,870	57,388	257	137	43
Cash and cash equivalents	16	47,203	35,618	28,401	361	6,126	232
		1,191,559	1,096,473	1,135,789	145,858	111,986	104,787
Noncurrent assets held for sale	17	1,950	8,113	–	–	–	–
		1,193,509	1,104,586	1,135,789	145,858	111,986	104,787
Total assets		2,694,624	2,622,129	2,523,493	897,542	880,335	905,112
Equity							
Share capital	18	19,449	19,449	12,975	19,449	19,449	12,975
Retained earnings	19	148,866	97,332	140,515	148,866	97,332	140,515
Reserves	19	134,926	148,750	26,597	135,065	148,889	26,736
Equity attributable to owners of the Company	39	303,241	265,531	180,087	303,380	265,670	180,226
Non-controlling interests	39	61,971	58,644	67,255	–	–	–
Total equity		365,212	324,175	247,342	303,380	265,670	180,226
Noncurrent liabilities							
Loans and borrowings	20	1,116,422	1,272,945	934,385	129,234	348,250	–
Employee benefits	22	97,118	129,199	99,060	–	–	–
Environmental remediation liabilities	23	6,313	4,580	4,241	–	–	–
Deferred tax liabilities - net	10	1,092	1,092	1,092	–	–	–
Other noncurrent liabilities	21	62,586	61,163	46,880	–	–	–
		1,283,531	1,468,979	1,085,658	129,234	348,250	–
Current liabilities							
Loans and borrowings	20	727,360	445,542	919,579	348,630	102,630	602,491
Employee benefits	22	33,651	43,080	33,621	–	–	–
Trade and other payables	24	281,043	339,054	237,167	116,298	163,785	122,395
Current tax liabilities		3,827	1,299	126	–	–	–
		1,045,881	828,975	1,190,493	464,928	266,415	724,886
Total liabilities		2,329,412	2,297,954	2,276,151	594,162	614,665	724,886
Total equity and liabilities		2,694,624	2,622,129	2,523,493	897,542	880,335	905,112

** see Note 3.6*

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Del Monte Pacific Limited and its Subsidiaries

Income statements
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

	Note	<---- Group		---->	<---- Company		---->
		Year ended 30 April 2016	**Year ended 30 April 2015 (As restated*)**	**Four months ended 30 April 2014 (As restated*)**	**Year ended 30 April 2016**	**Year ended 30 April 2015 (As restated*)**	**Four months ended 30 April 2014 (As restated*)**
Revenue	25	2,267,837	2,186,689	386,128	–	–	–
Cost of sales		(1,785,985)	(1,778,531)	(348,291)	–	–	–
Gross profit		481,852	408,158	37,837	–	–	–
Distribution and selling expenses		(201,031)	(199,160)	(39,630)	–	–	–
General and administrative expenses		(150,121)	(190,892)	(47,455)	(13,968)	(6,417)	(2,024)
Other income (expenses) - net		31,038	16,896	(5,971)	67	(582)	(190)
Results from operating activities		161,738	35,002	(55,219)	(13,901)	(6,999)	(2,214)
Finance income		2,231	400	391	2	8	21
Finance expense		(99,581)	(99,861)	(18,247)	(21,703)	(25,294)	(5,574)
Net finance expense	27	(97,350)	(99,461)	(17,856)	(21,701)	(25,286)	(5,553)
Share in (loss) profit of investments in joint ventures and subsidiaries, net of tax	30	(1,717)	(2,453)	(1,154)	87,141	(10,898)	(37,007)
Profit (loss) before taxation	26	62,671	(66,912)	(74,229)	51,539	(43,183)	(44,774)
Tax (expense) credit – net	28	(8,139)	17,917	24,382	(5)	–	–
Profit (loss) for the year/period		54,532	(48,995)	(49,847)	51,534	(43,183)	(44,774)
Profit (loss) attributable to:							
Non-controlling interests		2,998	(5,812)	(5,073)	–	–	–
Owners of the Company		51,534	(43,183)	(44,774)	51,534	(43,183)	(44,774)
		54,532	(48,995)	(49,847)	51,534	(43,183)	(44,774)
Earnings per share							
Basic earnings (loss) per share (US cents)	29	2.65	(3.10)	(3.45)			
Diluted earnings (loss) per share (US cents)	29	2.65	(3.10)	(3.45)			

** see Note 3.6*

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Del Monte Pacific Limited and its Subsidiaries

Statements of comprehensive income
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

	Note	Year ended 30 April 2016	Year ended 30 April 2015 (As restated*)	Four months ended 30 April 2014 (As restated*)
Group				
Profit (loss) for the year/period		54,532	(48,995)	(49,847)
Other comprehensive income				
Items that will or may be reclassified subsequently to profit or loss:				
Currency translation differences		(13,476)	(1,655)	695
Effective portion of changes in fair value of cash flow hedges		(10,553)	(16,643)	(4,368)
Income tax effect on cash flow hedges	10	4,090	6,244	1,660
		(19,939)	(12,054)	(2,013)
Items that will not be reclassified to profit or loss:				
Remeasurement of retirement plans		(428)	(23,184)	(4,743)
Income tax effect on remeasurement of retirement plans	10	7,647	8,806	1,192
Tax impact on revaluation reserve	10	(1,504)	–	–
		5,715	(14,378)	(3,551)
Other comprehensive loss for the year/period, net of tax		(14,224)	(26,432)	(5,564)
Total comprehensive income (loss) for the year/period		40,308	(75,427)	(55,411)
Total comprehensive income (loss) attributable to:				
Non-controlling interests		3,138	(8,615)	(4,972)
Owners of the Company		37,170	(66,812)	(50,439)
		40,308	(75,427)	(55,411)

** see Note 3.6*

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Del Monte Pacific Limited and its Subsidiaries

Statements of comprehensive income
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

	Year ended 30 April 2016	Year ended 30 April 2015 (As restated*)	Four months ended 30 April 2014 (As restated*)
Company			
Profit (loss) for the year/period	51,534	(43,183)	(44,774)
Other comprehensive income			
Items that will or may be reclassified subsequently to profit or loss:			
Share in currency translation differences of subsidiaries	(13,478)	(1,468)	498
Share in effective portion of changes in fair value of cash flow hedges of a subsidiary	(9,323)	(15,000)	(3,906)
Income tax effect on cash flow hedges	3,543	5,700	1,484
	(19,258)	(10,768)	(1,924)
Items that will not be reclassified to profit or loss:			
Share in remeasurement of retirement plans of subsidiaries	6,398	(12,861)	(3,741)
Share in the income tax effect on revaluation reserve of a subsidiary	(1,504)	–	–
	4,894	(12,861)	(3,741)
Other comprehensive loss for the year/period, net of tax	(14,364)	(23,629)	(5,665)
Total comprehensive income (loss) for the year/period	37,170	(66,812)	(50,439)

** see Note 3.6*

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Del Monte Pacific Limited and its Subsidiaries

Statements of changes in equity
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

		<--- Attributable to owners of the Company --->											
Group	**Note**	**Share capital**	**Share premium**	**Translation reserve**	**Revaluation reserve**	**Remeasure -ment of retirement plans**	**Hedging reserve**	**Share option reserve**	**Reserve for own shares**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total equity**
2016													
At 30 April 2015, as previously reported		19,449	214,843	(46,342)	9,506	(17,231)	(11,722)	318	(629)	105,664	273,856	59,590	333,446
Impact of change in accounting policy	3.6	–	–	7	–	–	–	–	–	(8,332)	(8,325)	(946)	(9,271)
At 30 April 2015, as restated		19,449	214,843	(46,335)	9,506	(17,231)	(11,722)	318	(629)	97,332	265,531	58,644	324,175
Total comprehensive income for the year													
Profit for the year		–	–	–	–	–	–	–	–	51,534	51,534	2,998	54,532
Other comprehensive income													
Currency translation differences		–	–	(13,478)	–	–	–	–	–	–	(13,478)	2	(13,476)
Tax impact on revaluation reserve		–	–	–	(1,504)	–	–	–	–	–	(1,504)	–	(1,504)
Remeasurement of retirement plans	22	–	–	–	–	6,398	–	–	–	–	6,398	821	7,219
Effective portion of changes in fair value of cash flow hedges		–	–	–	–	–	(5,780)	–	–	–	(5,780)	(683)	(6,463)
Total other comprehensive income (loss)		–	–	(13,478)	(1,504)	6,398	(5,780)	–	–	–	(14,364)	140	(14,224)
Total comprehensive income (loss) for the year		–	–	(13,478)	(1,504)	6,398	(5,780)	–	–	51,534	37,170	3,138	40,308
Transactions with owners of the Company recognised directly in equity													
Contributions by and distributions to owners of the Company													
Acquisition of treasury shares		–	–	–	–	–	–	–	(173)	–	(173)	–	(173)
Value of employee services received for issue of share options	26	–	–	–	–	–	–	713	–	–	713	–	713
Capital injection by non-controlling interests		–	–	–	–	–	–	–	–	–	–	189	189
Total contributions by and distributions to owners		–	–	–	–	–	–	713	(173)	–	540	189	729
At 30 April 2016	19	19,449	214,843	(59,813)	8,002	(10,833)	(17,502)	1,031	(802)	148,866	303,241	61,971	365,212

Del Monte Pacific Limited and its Subsidiaries
Statements of changes in equity (cont'd)
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

		<--- Attributable to owners of the Company --->											
Group	***Note***	**Share capital**	**Share premium**	**Translation reserve**	**Revaluation reserve**	**Remeasure -ment of retirement plans**	**Hedging reserve**	**Share option reserve**	**Reserve for own shares**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total equity**
2015													
At 1 May 2014, as previously reported		12,975	69,205	(44,874)	9,506	(4,370)	(2,422)	174	(629)	143,711	183,276	67,603	250,879
Impact of change in accounting policy	3.6	–	–	7	–	–	–	–	–	(3,196)	(3,189)	(348)	(3,537)
At 1 May 2014, as restated		12,975	69,205	(44,867)	9,506	(4,370)	(2,422)	174	(629)	140,515	180,087	67,255	247,342
Total comprehensive income for the year													
Loss for the year		–	–	–	–	–	–	–	–	(43,183)	(43,183)	(5,812)	(48,995)
Other comprehensive income													
Currency translation differences		–	–	(1,468)	–	–	–	–	–	–	(1,468)	(187)	(1,655)
Remeasurement of retirement plans	22	–	–	–	–	(12,861)	–	–	–	–	(12,861)	(1,517)	(14,378)
Effective portion of changes in fair value of cash flow hedges		–	–	–	–	–	(9,300)	–	–	–	(9,300)	(1,099)	(10,399)
Total other comprehensive loss		–	–	(1,468)	–	(12,861)	(9,300)	–	–	–	(23,629)	(2,803)	(26,432)
Total comprehensive loss for the year		–	–	(1,468)	–	(12,861)	(9,300)	–	–	(43,183)	(66,812)	(8,615)	(75,427)
Transactions with owners of the Company recognised directly in equity													
Contributions by and distributions to owners of the Company													
Proceeds from issue of ordinary shares	18	6,474	148,562	–	–	–	–	–	–	–	155,036	–	155,036
Transactions costs related to issuance of share capital		–	(2,924)	–	–	–	–	–	–	–	(2,924)	–	(2,924)
Value of employee services received for issue of share options	26	–	–	–	–	–	–	144	–	–	144	–	144
Capital injection by non-controlling interests		–	–	–	–	–	–	–	–	–	–	4	4
Total contributions by and distributions to owners		6,474	145,638	–	–	–	–	144	–	–	152,256	4	152,260
At 30 April 2015, as restated	19	19,449	214,843	(46,335)	9,506	(17,231)	(11,722)	318	(629)	97,332	265,531	58,644	324,175

Del Monte Pacific Limited and its Subsidiaries
Statements of changes in equity (cont'd)
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

		<------ Attributable to owners of the Company										------>		
Group	**Note**	**Share capital**	**Share premium**	**Translation reserve**	**Revaluation reserve**	**Remeasure -ment of retirement plans**	**Hedging reserve**	**Share option reserve**	**Reserve for own shares**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total equity**
2014													
At 1 January 2014, as previously reported		12,975	69,205	(45,373)	9,506	(629)	–	126	(629)	185,475	230,656	(2,273)	228,383
Impact of change in accounting policy	3.6	–	–	8	–	–	–	–	–	(186)	(178)	–	(178)
At 1 January 2014, as restated		12,975	69,205	(45,365)	9,506	(629)	–	126	(629)	185,289	230,478	(2,273)	228,205
Total comprehensive income for the period													
Loss for the period		–	–	–	–	–	–	–	–	(44,774)	(44,774)	(5,073)	(49,847)
Other comprehensive income													
Currency translation differences		–	–	498	–	–	–	–	–	–	498	197	695
Remeasurement of retirement plans	22	–	–	–	–	(3,741)	–	–	–	–	(3,741)	190	(3,551)
Effective portion of changes in fair value of cash flow hedges		–	–	–	–	–	(2,422)	–	–	–	(2,422)	(286)	(2,708)
Total other comprehensive income (loss)		–	–	498	–	(3,741)	(2,422)	–	–	–	(5,665)	101	(5,564)
Total comprehensive income (loss) for the period		–	–	498	–	(3,741)	(2,422)	–	–	(44,774)	(50,439)	(4,972)	(55,411)
Transactions with owners of the Company recognised directly in equity													
Contributions by and distributions to owners of the Company													
Capital injection by non-controlling interests		–	–	–	–	–	–	–	–	–	–	74,500	74,500
Value of employee services received for issue of share options	26	–	–	–	–	–	–	48	–	–	48	–	48
Total contributions by and distributions to owners		–	–	–	–	–	–	48	–	–	48	74,500	74,548
At 30 April 2014, as restated	19	12,975	69,205	(44,867)	9,506	(4,370)	(2,422)	174	(629)	140,515	180,087	67,255	247,342

Del Monte Pacific Limited and its Subsidiaries

Statements of changes in equity (cont'd)
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

	Note	Share capital	Share premium	Share in translation reserve of subsidiaries	Share in revaluation reserve of subsidiaries	Share in remeasure-ment of retirement plans of subsidiaries	Share in hedging reserve of a subsidiary	Share option reserve	Reserve for own shares	Retained earnings	Total equity
Company											
2016											
At 30 April 2015, as previously reported		19,449	214,982	(46,342)	9,506	(17,231)	(11,722)	318	(629)	105,664	273,995
Impact of change in accounting policy	3.6	–	–	7	–	–	–	–	–	(8,332)	(8,325)
At 30 April 2015, as restated		19,449	214,982	(46,335)	9,506	(17,231)	(11,722)	318	(629)	97,332	265,670
Total comprehensive income for the year											
Profit for the year		–	–	–	–	–	–	–	–	51,534	51,534
Other comprehensive income											
Currency translation differences		–	–	(13,478)	–	–	–	–	–	–	(13,478)
Tax impact on revaluation reserve		–	–	–	(1,504)	–	–	–	–	–	(1,504)
Remeasurement of retirement plans	22	–	–	–	–	6,398	–	–	–	–	6,398
Effective portion of changes in fair value of cash flow hedges		–	–	–	–	–	(5,780)	–	–	–	(5,780)
Total other comprehensive income (loss)		–	–	(13,478)	(1,504)	6,398	(5,780)	–	–	–	(14,364)
Total comprehensive income (loss) for the year		–	–	(13,478)	(1,504)	6,398	(5,780)	–	–	51,534	37,170
Transactions with owners of the Company recognised directly in equity											
Contributions by and distributions to owners of the Company											
Acquisition of treasury shares		–	–	–	–	–	–	–	(173)	–	(173)
Value of employee services received for issue of share options	26	–	–	–	–	–	–	713	–	–	713
Total contributions by and distributions to owners		–	–	–	–	–	–	713	(173)	–	540
At 30 April 2016	19	19,449	214,982	(59,813)	8,002	(10,833)	(17,502)	1,031	(802)	148,866	303,380

Del Monte Pacific Limited and its Subsidiaries
Statements of changes in equity (cont'd)
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

Company	Note	Share capital	Share premium	Share in translation reserve of subsidiaries	Share in revaluation reserve of subsidiaries	Share in remeasurement of retirement plans of subsidiaries	Share in hedging reserve of a subsidiary	Share option reserve	Reserve for own shares	Retained earnings	Total equity
2015											
At 1 May 2014, as previously reported		12,975	69,344	(44,874)	9,506	(4,370)	(2,422)	174	(629)	143,711	183,415
Impact of change in accounting policy	3.6	–	–	7	–	–	–	–	–	(3,196)	(3,189)
At 1 May 2014, as restated		12,975	69,344	(44,867)	9,506	(4,370)	(2,422)	174	(629)	140,515	180,226
Total comprehensive income for the year											
Loss for the year		–	–	–	–	–	–	–	–	(43,183)	(43,183)
Other comprehensive income											
Currency translation differences		–	–	(1,468)	–	–	–	–	–	–	(1,468)
Remeasurement of retirement plans	22	–	–	–	–	(12,861)	–	–	–	–	(12,861)
Effective portion of changes in fair value of cash flow hedges		–	–	–	–	–	(9,300)	–	–	–	(9,300)
Total other comprehensive loss		–	–	(1,468)	–	(12,861)	(9,300)	–	–	–	(23,629)
Total comprehensive loss for the year		–	–	(1,468)	–	(12,861)	(9,300)	–	–	(43,183)	(66,812)
Transactions with owners of the Company recognised directly in equity											
Contributions by and distributions to owners of the Company											
Proceeds from issue of ordinary shares	18	6,474	148,562	–	–	–	–	–	–	–	155,036
Transactions costs related to issuance of share capital		–	(2,924)	–	–	–	–	–	–	–	(2,924)
Value of employee services received for issue of share options	26	–	–	–	–	–	–	144	–	–	144
Total contributions by and distributions to owners		6,474	145,638	–	–	–	–	144	–	–	152,256
At 30 April 2015, as restated	19	19,449	214,982	(46,335)	9,506	(17,231)	(11,722)	318	(629)	97,332	265,670

Statements of changes in equity (cont'd)
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

	Note	Share capital	Share premium	Share in translation reserve of subsidiaries	Share in revaluation reserve of subsidiaries	Share in remeasure-ment of retirement plans of subsidiaries	Share in hedging reserve of a subsidiary	Share option reserve	Reserve for own shares	Retained earnings	Total equity
Company											
2014											
At 1 January 2014, as previously stated		12,975	69,344	(45,373)	9,506	(629)	–	126	(629)	185,475	230,795
Impact of change in accounting policy	3.6	–	–	8	–	–	–	–	–	(186)	(178)
At 1 January 2014, restated		12,975	69,344	(45,365)	9,506	(629)	–	126	(629)	185,289	230,617
Total comprehensive income for the period											
Loss for the period		–	–	–	–	–	–	–	–	(44,774)	(44,774)
Other comprehensive income											
Currency translation differences		–	–	498	–	–	–	–	–	–	498
Remeasurement of retirement plans	22	–	–	–	–	(3,741)	–	–	–	–	(3,741)
Effective portion of changes in fair value of cash flow hedges		–	–	–	–	–	(2,422)	–	–	–	(2,422)
Total other comprehensive income (loss)		–	–	498	–	(3,741)	(2,422)	–	–	–	(5,665)
Total comprehensive income (loss) for the period		–	–	498	–	(3,741)	(2,422)	–	–	(44,774)	(50,439)
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	26	–	–	–	–	–	–	48	–	–	48
Total contributions by and distributions to owners		–	–	–	–	–	–	48	–	–	48
At 30 April 2014, as restated	19	12,975	69,344	(44,867)	9,506	(4,370)	(2,422)	174	(629)	140,515	180,226

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Del Monte Pacific Limited and its Subsidiaries

Statements of cash flows
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

	Note	Group: Year ended 30 April 2016	Group: Year ended 30 April 2015 (As restated*)	Group: Four months ended 30 April 2014 (As restated*)	Company: Year ended 30 April 2016	Company: Year ended 30 April 2015 (As restated*)	Company: Four months ended 30 April 2014 (As restated*)
Cash flows from operating activities							
Profit (loss) for the year/period		54,532	(48,995)	(49,847)	51,534	(43,183)	(44,774)
Adjustments for:							
Amortisation of intangible assets	9	9,327	7,560	1,434	–	–	–
Depreciation of property, plant and equipment	6	64,823	51,423	13,803	–	–	–
Impairment loss (reversal of impairment) of property, plant and equipment	6	4,928	(508)	(172)	–	–	–
Loss on disposal of property, plant and equipment		1,052	1,278	41	–	–	–
Equity-settled share-based payment transactions	26	713	144	48	161	144	48
Share in loss (profit) of investments in joint ventures and subsidiaries, net of tax	30	1,717	2,453	1,154	(87,141)	10,898	37,007
Finance income	27	(2,231)	(400)	(391)	(2)	(8)	(21)
Finance expense	27	99,581	99,861	18,247	21,703	25,294	5,574
Tax expense – current	28	12,729	7,189	820	–	–	–
Tax credit – deferred	28	(4,590)	(25,106)	(25,202)	5	–	–
Ineffective portion of cash flow hedges		5,193	319	–	–	–	–
Bargain purchase on acquisition of Sager Creek	5	–	(26,568)	–	–	–	–
Defined benefit plan amendment	22	(39,422)	–	–	–	–	–
Impairment losses on assets held for sale	26	1,659	–	–	–	–	–
Deconsolidation of a subsidiary	26	–	5,186	–	–	–	–
		210,011	73,836	(40,065)	(13,740)	(6,855)	(2,166)
Changes in:							
Other assets		(13,277)	10,951	(6,867)	–	–	–
Inventories		(103,705)	128,225	92,655	–	–	–
Biological assets		(3,932)	(9,040)	(6,750)	–	–	–
Trade and other receivables		22,851	(42,480)	59,997	(2)	(6,013)	–
Prepaid expenses and other current assets		(2,787)	(18,001)	(35,519)	(83)	(90)	(40)
Trade and other payables		(97,072)	98,580	(4,119)	2,834	860	4,390
Amounts due from subsidiaries (non-trade)		–	–	–	–	–	6,412
Employee benefits		18,989	10,180	1,323	–	–	–
Operating cash flows		31,078	252,251	60,655	(10,991)	(12,098)	8,596
Taxes paid		(38)	(12,623)	(5,982)	–	–	–
Net cash flows provided by (used in) operating activities		31,040	239,628	54,673	(10,991)	(12,098)	8,596

** see Note 3.6*

Del Monte Pacific Limited and its Subsidiaries

Statements of cash flows (cont'd)
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

	Note	Group: Year ended 30 April 2016	Group: Year ended 30 April 2015 (As restated*)	Group: Four months ended 30 April 2014 (As restated*)	Company: Year ended 30 April 2016	Company: Year ended 30 April 2015 (As restated*)	Company: Four months ended 30 April 2014 (As restated*)
Cash flows from investing activities							
Interest received		357	353	111	–	–	21
Proceeds from disposal of property, plant and equipment and assets held for sale		3,775	353	63	–	–	–
Purchase of property, plant and equipment		(60,309)	(75,179)	(17,980)	–	–	–
Investments in joint ventures		(1,947)	(4,249)	(2,271)	–	(2,551)	–
Acquisition of Consumer Food Business, net of cash acquired	5	–	–	(1,783,497)	–	–	(630,500)
Purchase of Sager Creek	5	–	(75,000)	–	–	–	–
Deconsolidation of a subsidiary		–	(1,258)	–	–	–	–
Withdrawal to escrow account related to the Acquisition of Consumer Food Business		–	–	100,000	–	–	100,000
Net cash flows used in investing activities		(58,124)	(154,980)	(1,703,574)	–	(2,551)	(530,479)
Cash flows from financing activities							
Interest paid		(85,682)	(88,111)	(7,650)	(19,907)	(27,087)	(5,574)
Proceeds from borrowings		1,113,193	1,270,084	2,133,766	233,000	16,000	602,491
Repayment of borrowings		(986,800)	(1,411,388)	(558,176)	(207,000)	(167,000)	–
Proceeds from issue of share capital		–	155,036	–	–	155,036	–
Payment of transactions costs related to issuance of share capital		–	(2,924)	–	–	(2,924)	–
Repayment of loans to subsidiaries		–	–	–	–	–	(75,095)
Capital injection by non-controlling interests of subsidiaries		189	4	74,500	–	–	–
Acquisition of treasury shares		(173)	–	–	(173)	–	–
Payment of amounts due to subsidiaries (non-trade)		–	–	–	(6,170)	41,716	–
Decrease (increase) in due from subsidiaries (non-trade)		–	–	–	5,485	4,802	–
Net cash flows provided by (used in) financing activities		40,727	(77,299)	1,642,440	5,235	20,543	521,822

** see Note 3.6*

Del Monte Pacific Limited and its Subsidiaries

Statements of cash flows (cont'd)
Years/period ended 30 April 2016, 2015 and 2014
(In US$'000)

	Note	Group: Year ended 30 April 2016	Group: Year ended 30 April 2015 (As restated*)	Group: Four months ended 30 April 2014 (As restated*)	Company: Year ended 30 April 2016	Company: Year ended 30 April 2015 (As restated*)	Company: Four months ended 30 April 2014 (As restated*)
Net increase (decrease) in cash and cash equivalents		13,643	7,349	(6,461)	(5,756)	5,894	(61)
Effect of exchange rate changes held in foreign currency and translation adjustments on cash and cash equivalents		(2,058)	(132)	1,941	(9)	–	–
Cash and cash equivalents at beginning of year/period		35,618	28,401	32,921	6,126	232	293
Cash and cash equivalents at end of year/period	16	47,203	35,618	28,401	361	6,126	232

** see Note 3.6*

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

These notes form an integral part of the financial statements.

The accompanying financial statements were approved and authorised for issuance by the Board of Directors (BOD) on 25 July 2016.

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 30 April 2016 and 2015, and 1 May 2014 held 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 30 April 2016 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. Going concern – The Company

The Company's current liabilities are higher by US$319.1 million compared to current assets as at 30 April 2016 (30 April 2015: US$154.4 million, 30 April 2014: US$620.1 million). Management believes that the Company will be able to pay its liabilities as and when they fall due. Accordingly, the use of going concern assumption is appropriate taking into account the following:

- the Group's net current assets position of US$147.6 million as at 30 April 2016 and the Group's expected positive cash flows from its operations;
- The ability of the Company to raise additional equity through issuance of subordinated perpetual securities to the shareholders in the next twelve months; and
- The ability of the Company to extend the maturity dates of certain of its financing facilities to more than twelve months after the reporting date.

3. Basis of preparation

3.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). IFRS includes statements named IFRS, International Accounting Standards (IAS), International Financial Reporting and Interpretations Committee and Standing Interpretations Committee Interpretations issued by the International Accounting Standards Board (IASB).

3.2 Basis of measurement

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

3.3 Functional and presentation currency

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

3.4 Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS requires management to make judgements, 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.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Note 7 – Determination of control over subsidiaries
Note 8 – Classification of the joint arrangement
Note 36 – Leases: whether an arrangement contains a lease
Note 37 – Contingencies

Estimates and underlying assumptions

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. Basis of preparation (cont'd)

3.4 Use of estimates and judgements (cont'd)

Estimates and underlying assumptions (cont'd)

Information about assumptions and estimation uncertainties that have a significant risk resulting in a material adjustment within the next financial year are included in the following notes:

Note 6 – Useful lives of property, plant and equipment
Note 7 – Recoverability of investments in subsidiaries
Note 8 – Recoverability of investments in joint ventures
Note 9 – Useful lives of intangible assets and impairment of goodwill and intangible assets
Note 10 – Realisability of deferred tax assets
Note 12 – Cost of growing crops and fair value of livestock and harvested crops
Note 13 – Allowance for inventory obsolescence and net realisable value
Note 14 – Impairment of trade receivables
Note 22 – Measurement of employee benefit obligations
Note 28 – Measurement of tax
Note 35 – Determination of fair values
Note 37 – Provisions

3.5 Measurement of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- 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.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

3. Basis of preparation (cont'd)

3.5 Measurement of fair value (cont'd)

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

3.6 Change in accounting policy

In fiscal year 2016, the Group elected to change the method of valuing inventory to the first-in first-out (FIFO) method. Previously, the cost of finished goods inventory was based on the weighted average method. The FIFO method assumes that the items of inventory that were produced first are sold first, and consequently the items remaining in inventory at the end of the period are those most recently purchased or produced. The Group believes that the change results in the financial statements providing more reliable and relevant information and results in a fairer and more reasonable valuation of inventory as it more closely reflects the actual physical flows of the finished goods. The Group also reclassified certain of its costs, expenses and sales deductions, based on their nature, for the year/period ended 30 April 2015 and 2014 to align with presentation for the year ended 30 April 2016.

The change in inventory costing and reclassification of accounts were applied on a retrospective basis and comparative statements for fiscal years 2015 and 2014 have been restated to reflect the changes in accounting policies. The following table summarises the material impact resulting from the above change in accounting policy:

Statements of financial position

	Group			Company		
	As previously reported	Adjustments	As restated	As previously reported	Adjustments	As restated
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
At 30 April 2015						
Investments in subsidiaries	–	–	–	774,123	(8,325)	765,798
Deferred tax assets - net	80,773	5,530	86,303	–	–	–
Inventories	764,350	(14,801)	749,549	–	–	–
Total assets	845,123	(9,271)	835,852	774,123	(8,325)	765,798
Retained earnings	105,664	(8,332)	97,332	105,664	(8,332)	97,332
Reserves	148,743	7	148,750	148,882	7	148,889
Non-controlling interests	59,590	(946)	58,644	–	–	–
Total equity	313,997	(9,271)	304,726	254,546	(8,325)	246,221
At 1 May 2014						
Investments in subsidiaries	–	–	–	803,514	(3,189)	800,325
Deferred tax assets - net	45,108	2,049	47,157	–	–	–
Inventories	814,257	(5,586)	808,671	–	–	–
Total assets	859,365	(3,537)	855,828	803,514	(3,189)	800,325
Retained earnings	143,711	(3,196)	140,515	143,711	(3,196)	140,515
Reserves	26,590	7	26,597	26,729	7	26,736
Non-controlling interests	67,603	(348)	67,255	–	–	–
Total equity	237,904	(3,537)	234,367	170,440	(3,189)	167,251

3. Basis of preparation (cont'd)

3.6 Change in accounting policy (cont'd)

Income statements

	Group			Company		
	As previously reported	Adjustments	As restated	As previously reported	Adjustments	As restated
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
For the year ended 30 April 2015						
Revenue	2,159,375	27,314	2,186,689	–	–	–
Cost of sales	(1,769,516)	(9,015)	(1,778,531)	–	–	–
Distribution and selling expenses	(145,877)	(53,283)	(199,160)	–	–	–
General and administrative expenses	(216,289)	25,397	(190,892)	–	–	–
Other income (expenses) - net	16,520	376	16,896	–	–	–
Share of loss in investments in subsidiaries and joint ventures, net of tax	–	–	–	(5,762)	(5,136)	(10,898)
Tax (expense) credit – net	14,440	3,477	17,917	–	–	–
Loss for the year	(43,261)	(5,734)	(48,995)	(38,047)	(5,136)	(43,183)
Non-controlling interests	(5,214)	(598)	(5,812)	–	–	–
Owners of the Company	(38,047)	(5,136)	(43,183)	(38,047)	(5,136)	(43,183)
For the four months ended 30 April 2014						
Revenue	378,799	7,329	386,128	–	–	–
Cost of sales	(342,698)	(5,593)	(348,291)	–	–	–
Distribution and selling expenses	(32,541)	(7,089)	(39,630)	–	–	–
Other income (expenses) - net	(5,923)	(48)	(5,971)	–	–	–
Share of loss in investments in joint ventures and subsidiaries, net of tax	–	–	–	(33,997)	(3,010)	(37,007)
Tax (expense) credit – net	22,339	2,043	24,382	–	–	–
Loss for the period	(46,489)	(3,358)	(49,847)	(41,764)	(3,010)	(44,774)
Non-controlling interests	(4,725)	(348)	(5,073)	–	–	–
Owners of the Company	(41,764)	(3,010)	(44,774)	(41,764)	(3,010)	(44,774)

Earnings per share

	Group		
	As previously reported	Adjustments	As restated
For the year ended 30 April 2015			
Basic loss per share (US cents)	(2.74)	(0.36)	(3.10)
Diluted loss per share (US cents)	(2.74)	(0.36)	(3.10)
For the four months ended 30 April 2014			
Basic loss per share (US cents)	(3.22)	(0.23)	(3.45)
Diluted loss per share (US cents)	(3.22)	(0.23)	(3.45)

3. Basis of preparation (cont'd)

3.6 Change in accounting policy (cont'd)

The change in accounting policy has no significant impact in the statements of cash flows for the year/period ended 30 April 2015 and 2014.

3.7 Adoption of New or Revised Standards, Amendments to Standards and Interpretations

The Group has adopted the following standards, amendments to standards, including any consequential amendments to other standards, and interpretations with a date of initial application of 1 May 2015. The adoption of these new standards, amendments to standards, interpretations has no significant impact to the Group.

Defined Benefit Plans: Employee Contributions (Amendments to IAS 19). The amendments apply to contributions from employees or third parties to defined benefit plans. The objective of the amendments is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary.

Annual Improvements to IFRSs: 2010 – 2012 and 2011 - 2013 Cycles – Amendments were made to a total of nine standards, with changes made to the standards on business combinations and fair value measurement in both cycles. Earlier application is permitted, in which case the related consequential amendments to other IFRSs would also apply. Special transitional requirements have been set for amendments to the following standards: IFRS 2, IAS 16, IAS 38 and IAS 40. The following are the said improvements or amendments to IFRSs, none of which has a significant effect on the financial statements of the Group:

(i) *Meaning of 'vesting condition'* (*Amendment to IFRS 2*). IFRS 2 has been amended to clarify the definition of 'vesting condition' by separately defining 'performance condition' and 'service condition.' The amendment also clarifies both: how to distinguish between a market and a non-market performance condition; and the basis on which a performance condition can be differentiated from a non-vesting condition.

(ii) *Classification and measurement of contingent consideration* (*Amendments to IFRS 3*). The amendments clarify the classification and measurement of contingent consideration in a business combination. When contingent consideration is a financial instrument, its classification as a liability or equity is determined by reference to *IAS 32 Financial Instruments: Presentation*, rather than to any other IFRSs. Contingent consideration that is classified as an asset or a liability is always subsequently measured at fair value, with changes in fair value recognised in profit or loss.

Consequential amendments are also made to *IAS 39 Financial Instruments: Recognition and Measurement* and *IFRS 9 Financial Instruments* to prohibit contingent consideration from subsequently being measured at amortised cost. In addition, *IAS 37 Provisions, Contingent Liabilities and Contingent Assets* is amended to exclude provisions related to contingent consideration.

(iii) *Scope exclusion for the formation of joint arrangements (Amendment to IFRS 3*). IFRS 3 has been amended to clarify that the standard does not apply to the accounting for the formation of all types of joint arrangements in *IFRS 11 Joint Arrangements* – i.e. including joint operations – in the financial statements of the joint arrangements themselves.

3. Basis of preparation (cont'd)

3.7 Adoption of New or Revised Standards, Amendments to Standards and Interpretations (cont'd)

(iv) *Disclosures on the aggregation of operating segments* (*Amendment to IFRS 8*). IFRS 8 has been amended to explicitly require the disclosure of judgements made by management in applying the aggregation criteria. The disclosures include: a brief description of the operating segments that have been aggregated; and the economic indicators that have been assessed in determining that the operating segments share similar economic characteristics. In addition, this amendment clarifies that a reconciliation of the total of the reportable segments' assets to the entity's assets is required only if this information is regularly provided to the entity's chief operating decision maker. This change aligns the disclosure requirements with those for segment liabilities.

(v) *Restatement of accumulated depreciation (amortisation) on revaluation* (*Amendments to IAS 16 and IAS 38*). The amendments clarify the requirements of the revaluation model in IAS 16 and IAS 38, recognising that the restatement of accumulated depreciation (amortisation) is not always proportionate to the change in the gross carrying amount of the asset. IAS 16 and IAS 38 have been amended to clarify that, at the date of revaluation: the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset – e.g. restated in proportion to the change in the carrying amount or by reference to observable market data; and the accumulated depreciation (amortisation) is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account accumulated impairment losses; or the accumulated depreciation (amortisation) is eliminated against the gross carrying amount of the asset.

(vi) *Definition of 'related party' (Amendment to IAS 24).* The definition of a 'related party' is extended to include a management entity that provides key management personnel (KMP) services to the reporting entity, either directly or through a group entity. For related party transactions that arise when KMP services are provided to a reporting entity, the reporting entity is required to separately disclose the amounts that it has recognised as an expense for those services that are provided by a management entity; however, it is not required to 'look through' the management entity and disclose compensation paid by the management entity to the individuals providing the KMP services. The reporting entity will also need to disclose other transactions with the management entity under the existing disclosure requirements of IAS 24 – e.g. loans.

(vii) *Inter-relationship of IFRS 3 and IAS 40 (Amendment to IAS 40)*. IAS 40 has been amended to clarify that an entity should assess whether an acquired property is an investment property under IAS 40 and perform a separate assessment under IFRS 3 to determine whether the acquisition of the investment property constitutes a business combination. Entities will still need to use judgement to determine whether the acquisition of an investment property is an acquisition of a business under IFRS 3.

(viii) *Scope of portfolio exception (Amendment to IFRS 13).* IFRS 13 has been amended to clarify that the portfolio exception can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of IAS 39.

4. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by Group entities, except as explained in Note 3.6, which addresses change in accounting policy.

4.1 Basis of consolidation

(i) Business combination

Business combinations are accounted for using the acquisition method in accordance with IFRS 3 Business Combinations as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree,

over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

When the excess is negative, a bargain purchase gain is recognised immediately in the income statement.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in the income statement.

Any contingent consideration payable is recognised at fair value at the acquisition date and included in the consideration transferred. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in the income statement.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the acquisition date. The measurement basis taken is elected on a transaction-by-transaction basis. All other non-controlling interests are measured at acquisition-date fair value unless another measurement is required by another standard.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

4. Significant accounting policies (cont'd)

4.1 Basis of consolidation (cont'd)

(i) Business combination (cont'd)

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owners in their capacity as owners and therefore no adjustments are made to goodwill and no gain or loss is recognised in the income statement. Adjustments to non-controlling interests arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

(ii) Investments in subsidiaries

Subsidiaries are entities controlled by the Group. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through power over the investee. Specifically, the Company controls an investee if and only if the Company has:

- power over the investee (i.e. existing rights that give the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

When the Company has less than majority of the voting rights or similar rights to an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Company's voting rights and potential voting rights.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Subsidiaries are fully consolidated from the date control is transferred to the Company and cease to be consolidated from the date control is transferred out of the Company. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of income from the date the Company gains control until the date the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Company's accounting policies. All intra-group assets and liabilities, equity, income expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

4. Significant accounting policies (cont'd)

4.1 Basis of consolidation (cont'd)

(iii) Acquisition under common control

The formation of the Group in 1999 was accounted for as a reorganisation of companies under common control using merger accounting. The financial statements therefore reflect the combined financial statements of all companies that form the Group as if they were a Group for all periods presented. The assets and liabilities of Del Monte Pacific Resources Limited and its subsidiaries contributed to the Company have been reflected at predecessor cost in these financial statements.

(iv) Loss of control

When the Group losses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognised in the income statement.

(v) Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. For the measurement of goodwill of initial recognition, see Note 5.

Subsequent measurement

Goodwill is measured at cost less accumulated impairment losses. In respect of the joint ventures, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the joint ventures.

(vi) Investments in joint ventures

Joint ventures are those entities in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Investments in joint ventures are accounted for using the equity method. They are recognised initially at cost, which includes transactions costs. Subsequent to the initial recognition, the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of the joint ventures, after adjustments to align the accounting policies with those of the Group, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases.

When the Group's share of losses exceeds its interest in joint ventures, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the investee's operations or has made payments on behalf of the investee.

4. Significant accounting policies (cont'd)

4.1 Basis of consolidation (cont'd)

(vii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(viii) Investments in subsidiaries and joint ventures in the separate financial statements

Interest in subsidiaries and joint ventures are accounted for using the equity method. The Company early adopted the amendments to *IAS 27 Equity Method in Separate Financial Statements*. It is initially recognised at cost, which includes transactions costs. Subsequent to the initial recognition, the financial statements include the Company's share of profit or loss and other comprehensive income of the equity-accounted investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

When the Company's share of losses exceeds its interest in subsidiaries and joint ventures, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Company has an obligation to fund the investee's operations or has made payments on behalf of the investee.

4.2 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 (OCI) arising on the retranslation of qualifying cash flow hedges to the extent the hedge is effective.

4. Significant accounting policies (cont'd)

4.2 Foreign currency (cont'd)

(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.

In 2015, the Group deconsolidated its subsidiary which has operations in Venezuela. Venezuela is a hyperinflationary economy. The Venezuelan exchange control regulations have resulted in other-than-temporary lack of exchangeability between the Venezuelan Bolivar and US Dollars. This has restricted the Venezuelan entity's ability to pay dividends and obligations denominated in US Dollar. 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 (Note 7).

4. Significant accounting policies (cont'd)

4.3 Current versus Noncurrent Classification

The Group presents assets and liabilities in the statements of financial position based on current/noncurrent classification. An asset is current when:

- It is expected to be realised or intended to be sold or consumed in the normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realised within 12 months after the reporting period, or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

The Company classifies all other liabilities as noncurrent.

Deferred tax assets and deferred tax liabilities are classified as noncurrent assets and liabilities, respectively.

4.4 Intangible assets

(i) Indefinite intangible assets

Intangible assets are measured at cost less accumulated impairment losses.

(ii) Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in the income statement as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and capitalised borrowing costs. Other development expenditure is recognised in the income statement as incurred.

Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses.

4. Significant accounting policies (cont'd)

4.4 Intangible assets (cont'd)

(iii) Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

(iv) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the income statement as incurred.

(v) 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.

4.5 Financial instruments

The Group classifies non-derivative financial assets into the following categories: financial assets at fair value through profit or loss (FVPL), held-to-maturity (HTM) financial assets, loans and receivables and available-for-sale (AFS) financial assets. The Group classifies non-derivative financial liabilities into the following categories: financial liabilities at FVPL and other financial liabilities. The classification depends on the purpose for which the investments were acquired and whether they are quoted in an active market. Classification is determined at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date. The Group has no financial assets and liabilities at FVPL, HTM financial assets, and AFS financial assets as at 30 April 2016 and 2015, and 1 May 2014.

(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.

4. Significant accounting policies (cont'd)

4.5 Financial instruments (cont'd)

(i) Non-derivative financial assets (cont'd)

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 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, are 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 an enforceable 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. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

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 loans and borrowings, and trade and other payables.

4. Significant accounting policies (cont'd)

4.5 Financial instruments (cont'd)

(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.

4. Significant accounting policies (cont'd)

4.6 Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses except for freehold land, which are stated at its revalued amounts. The revalued amount is the fair value at the date of revaluation less any subsequent accumulated impairment losses. Revaluation is carried out by independent professional valuers regularly such that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the reporting date.

Any increase in the revaluation amount is recognised in other comprehensive income and presented in the revaluation reserve in equity unless it offsets a previous decrease in value of the same asset that was recognised in the income statement. A decrease in value is recognised in the income statement where it exceeds the increase previously recognised in the revaluation reserve. Upon disposal, any related revaluation reserve is transferred from other comprehensive income to retained earnings and is not taken into account in arriving at the gain or loss on disposal.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, when the Group has an obligation to remove the asset or restore the site as estimate of the costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of the item, and is recognised net within other income/other expenses in the income statement.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement as incurred.

4. Significant accounting policies (cont'd)

4.6 Property, plant and equipment (cont'd)

(iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised in the income statement on a straight-line basis over their estimated useful lives of each component of an item of property, plant and equipment, unless it is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives for the current period and comparative years are as follows:

Buildings, land improvements and leasehold improvements	-	3 to 50 years or lease term, whichever is shorter
Machineries and equipment	-	3 to 30 years
Dairy and breeding herd	-	3½ years to 6 years

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

4.7 Biological assets

The Group's biological assets include: (a) growing crops consisting of pineapple and papaya; (b) breeding and dairy herd; (c) growing herd; and (d) cattle for slaughter. Agricultural produce include: (a) pineapple and papaya fruits harvested from the Group are growing crops and (b) cut meat from the cattle for slaughter.

The Group's biological assets are accounted for as follows:

Growing Crops

Growing crops are measured at cost reduced by the estimated costs of harvests. Costs to grow include purchase costs, land preparation expenses, and direct expenses during the cultivation of the primary, ratoon and, if needed, re-ratoon crops. The accumulated costs are deferred and are amortised as raw product costs upon harvest. Raw product cost is the estimated cost of the actual volume of harvest in a given period.

4. Significant accounting policies (cont'd)

4.7 Biological assets (cont'd)

The cost method of valuation is used since fair value cannot be measured reliably. The growing crops have no active markets and no similar assets are available in the relevant markets. In addition, existing sector benchmarks are irrelevant and estimates necessary to compute for the present value of expected net cash flows comprise a wide range of data which will not result in a reliable basis for determining the fair value. Growing crops that are expected to be harvested within 12 months are classified as current assets in the statement of financial position.

Dairy and Breeding Herd

The dairy and breeding herd are measured at cost less accumulated depreciation. The breeding and dairy herd have useful lives of 3½ to 6 years. The cost method was used since fair value cannot be measured reliably. The breeding and dairy herd have no active markets and no similar assets are available in the relevant markets. In addition, existing sector benchmarks are irrelevant and estimates necessary to compute for the present value of expected net cash flows comprise a wide range of data which will not result in a reliable basis for determining the fair value. Dairy and breeding herd are classified under property, plant and equipment in the statement of financial position.

Growing Herd

Growing herd is measured at cost. The cost method was used since the fair value cannot be measured reliably. Growing herd has no defined active market since it has not yet been identified if this will be for breeding or for slaughter. Growing herd is classified as noncurrent assets in the statement of financial position.

Cattle for Slaughter

Cattle for slaughter are measured at each reporting date at their fair value less point-of-sale costs. Gains and losses arising from changes in fair values are included in profit or loss for the period in which they arise. Cattle for slaughter are classified as current assets in the statement of financial position.

The Group's agricultural produce are accounted for as follows:

Agricultural Produce

The Group's agricultural produce, at the point of harvest, is measured at their fair value less estimated point-of-sale costs on initial recognition. Point-of-sale costs include expenses such as commissions to brokers and dealers, as applicable. The fair value less the estimated point-of-sale costs of the agricultural produce is the deemed cost of the raw product which forms part of the cased goods.

Cut Meat

Cut meat is measured at each reporting date at their fair value less point-of-sale costs. Gains and losses arising from changes in fair values are included in profit or loss for the period in which they arise.

4. Significant accounting policies (cont'd)

4.8 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one of the following applies:

(a) There is a change in contractual terms, other than a renewal or extension of the arrangement;

(b) A renewal option is exercised or extension granted, unless that term of the renewal or extension was initially included in the lease term;

(c) There is a change in the determination of whether fulfillment is dependent on a specified asset; or

(d) There is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (a), (c) or (d) above, and at the date of renewal or extension period for scenario (b).

Group as Lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term.

4.9 Inventories

Inventories are measured at the lower of cost and net realisable value.

The cost of raw materials, packaging materials, traded goods, cost of production materials and storeroom items is based on the FIFO method. Cost of processed inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The costs of conversion include costs directly related to the units of production, and a systematic allocation of fixed and variable production overheads that are incurred in converting materials into finished goods.

The allocation of fixed production overheads is based on the normal capacity of the production facilities. Normal capacity is the production expected to be achieved on average for the periods or seasons under normal circumstances, taking into account the seasonal business cycle of the Group.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The cost of growing crops transferred from biological assets is its fair value less cost to sell at the date of harvest.

4. Significant accounting policies (cont'd)

4.10 Impairment

(i) Non-derivative financial assets

A financial asset not classified at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event(s) have occurred after the initial recognition of the asset, and that the loss event(s) had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, adverse changes in the payment status of borrowers or issuers in the Group, or economic conditions that correlate with defaults.

Loans and receivables

The Group considers evidence of impairment for loans and receivables at both a specific asset and collective level. All individually significant loans and receivables are assessed for specific impairment. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified.

Loans and receivables that are not individually significant are collectively assessed for impairment by grouping together loans and receivables with similar risk characteristics.

In assessing collective impairment, the Group uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in the income statement and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the income statement.

4. Significant accounting policies (cont'd)

4.10 Impairment (cont'd)

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets, other than biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives, the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses are recognised in the income statement. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

Joint ventures

An impairment loss in respect of joint ventures is measured by comparing the recoverable amount of the investment with its carrying amount. An impairment loss is recognised in the income statement. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Goodwill that forms part of the carrying amount of an investment in a joint venture is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in a joint venture is tested for impairment as a single asset when there is objective evidence that the investment in a joint venture may be impaired.

4. Significant accounting policies (cont'd)

4.10 Impairment (cont'd)

(ii) Non-financial assets (cont'd)

Joint ventures (cont'd)

When conducting the annual impairment test for goodwill, the Group compares the estimated fair value of the CGU containing goodwill to its recoverable amount. Goodwill is allocated to a CGU or group of CGUs that represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. The Group has one CGU. The recoverable amount is computed using two approaches: the value-in-use approach, which is the present value of expected cash flows, discounted at a risk adjusted weighted average cost of capital; and the fair value less cost to sell approach, which is based on using market multiples of companies in similar lines of business. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. An impairment loss is recognised if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed.

Intangible assets with indefinite lives, are components of the CGU containing goodwill and the impairment assessment is as described above.

4.11 Noncurrent assets held for sale

Noncurrent assets held for sale are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are measured at the lower of their carrying amount and fair value less cost to sell. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in the income statement.

Once classified as held for sale, property, plant and equipment are no longer depreciated.

4. Significant accounting policies (cont'd)

4.12 Employee benefits

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in the income statement in the periods during which services are rendered by employees.

(ii) Defined benefit pension plan

A defined benefit pension plan requires contributions to be made to separately administered funds. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements that apply to any plan in the Group. An economic benefit is available to the Group if it is realisable during the life of the plan, or on settlement of the plan liabilities.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognised as expense in profit or loss. Past service costs are recognised when plan amendment or curtailment occurs.

Remeasurements of the net defined benefit liability comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The Group recognises them immediately in other comprehensive income and all expenses related to defined benefit plans in staff cost in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss.

When the plan amendment or curtailment occurs, the Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs. The gain or loss on settlement is the difference between the present value of the defined benefit obligation being settled as determined on the date of settlement and the settlement price, including any plan assets transferred and any payments made directly by the Group in connection with the settlement.

4. Significant accounting policies (cont'd)

4.12 Employee benefits (cont'd)

(ii) Defined benefit pension plan (cont'd)

Multi-employer plans

The Group participates in several multi-employer pension plans, which provide defined benefits to certain union employees. The Group accounts for its proportionate share of the defined benefit obligation, plan assets and cost associated with the plan in the same way as other defined benefit plan. For certain union employee related retirement plans, except when sufficient information is not available to use defined benefit accounting, in such which case the Group accounts for a plan as if it was a defined contribution plan.

(iii) Other plans

The Group has various other non-qualified retirement plans and supplemental retirement plans for executives, designed to provide benefits in excess of those otherwise permitted under the Group's qualified retirement plans. These plans are unfunded and comply with Internal Revenue Service (IRS) rules for non-qualified plans.

(iv) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than pension plans is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The calculation is performed using the projected unit credit method. Any actuarial gains and losses are recognised in the income statement in the period in which they arise.

(v) Termination benefits

Termination benefits are recognised as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits are recognised as an expense once the Group has announced the plan to affected employees.

(vi) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

4. Significant accounting policies (cont'd)

4.12 Employee benefits (cont'd)

(vii) Share-based payment transactions

The Group grants share awards and share options for the shares of the Group to employees of the Group. The fair value of incentives granted is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and accounted for as described below.

Share awards

The fair value, measured at grant date, is recognised over the period during which the employees become unconditionally entitled to the shares.

Share options

The fair value, measured at grant date, is recognised over the vesting period during which the employees become unconditionally entitled to the options. At each reporting date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates in employee benefit expense and as a corresponding adjustment to equity over the remaining vesting period.

4.13 Share Capital and Retained earnings

(i) Share capital

Ordinary shares

Ordinary shares are classified as equity. Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

Repurchase, disposal and reissue of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own shares. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in share premium.

Share premium

Share premium represents the excess of consideration received over the par value of common stock.

4. Significant accounting policies (cont'd)

4.13 Share Capital and Retained earnings (cont'd)

(ii) Retained Earnings

Retained earnings include profit attributable to the equity holders of the Group and reduced by dividends declared on share capital.

(iii) Dividends

Dividends are recognised as a liability and deducted from retained earnings when they are declared.

4.14 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. These accruals are adjusted as further information develops or circumstances change.

(ii) Retained insurance liabilities

The Group accrues for retained-insurance risks associated with the deductible portion of any potential liabilities that might arise out of claims of employees, customers or other third parties for personal injury or property damage occurring in the course of the Group's operations. A third-party actuary is engaged to assist the Group in estimating the ultimate cost of certain retained insurance risks. Additionally, the Group's estimate of retained-insurance liabilities is subject to change as new events or circumstances develop which might materially impact the ultimate cost to settle these losses.

4. Significant accounting policies (cont'd)

4.15 Revenue recognition

(i) Sale of goods

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

The timing of transfers of risks and rewards varies depending on the individual terms of the contract of sale but usually occurs when the customer receives the product.

(ii) Dividend income

Dividend income is recognised when the Company's right to receive payment is established.

4.16 Lease payments

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expenses, over the term of the lease.

Rent expense is being recognised on a straight-line basis over the life of the lease. The difference between rent expense recognised and rental payments, as stipulated in the lease, is reflected as deferred rent in the statements of financial position.

4.17 Finance income and finance costs

Finance income comprises interest income earned mainly from bank deposits. Interest income is recognised as it accrues in the income statement, using the effective interest method.

Finance expense comprises interest expense on borrowings. All borrowing costs are recognised in profit or loss using the effective interest method, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position.

4. Significant accounting policies (cont'd)

4.18 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and joint ventures to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

4.19 Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise the restricted share plan and share options granted to employees.

4. Significant accounting policies (cont'd)

4.20 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's Executive Committee to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly non-recurring expenses.

4.21 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

   (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

   (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

4.22. New standards and interpretations issued but not yet adopted

A number of new standards and amendments to standards are effective for annual periods beginning after 1 May 2016. However, the Group has not applied the following new or amended standards in preparing these financial statements. Unless otherwise stated, none of these are expected to have a significant impact on the Group's financial statements.

- *Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11).* The amendments require business combination accounting to be applied to acquisitions of interests in a joint operation that constitutes a business. Business combination accounting also applies to the acquisition of additional interests in a joint operation while the joint operator retains joint control. The additional interest acquired will be measured at fair value. The previously held interests in the joint operation will not be remeasured.

  The amendments place the focus firmly on the definition of a business, because this is key to determining whether the acquisition is accounted for as a business combination or as the acquisition of a collection of assets. As a result, this places pressure on the judgement applied in making this determination.

  The amendments apply prospectively for annual periods beginning on or after 1 January 2016. Early adoption is permitted. The Group is currently assessing the impact of these amendments to *IAS 16 Property, Plant and Equipment* and *IAS 41 Agriculture* on its financial position and financial performance.

- *Agriculture: Bearer Plants (Amendments to IAS 16 and IAS 41).* Bearer plants are now in the scope of *IAS 16 Property, Plant and Equipment* for measurement and disclosure purposes. Therefore, a company can elect to measure bearer plants at cost. However, the produce growing on bearer plants will continue to be measured at fair value less costs to sell under IAS 41. A bearer plant is a plant that: is used in the supply of agricultural produce; is expected to bear produce for more than one period; and has a remote likelihood of being sold as agricultural produce. Before maturity, bearer plants are accounted for in the same way as self-constructed items of property, plant and equipment during construction.

  Although the amendments withdraw mandatory fair value measurement, a company will still need information about future cash flows to determine the recoverable amount of a bearer plant when an indicator of impairment exists.

  The amendments are effective for annual periods beginning on or after 1 January 2016. Early adoption is permitted.

  The Group is currently assessing the impact of these amendments to IAS 16 and IAS 41 on its financial position and financial performance.

4. Significant accounting policies (cont'd)

4.22. New standards and interpretations issued but not yet adopted (cont'd)

- *Annual Improvements to IFRSs 2012 – 2014 Cycle.* This cycle of improvements contains amendments to four standards, none of which are expected to have significant impact on the Group's financial statements. The amendments are effective for annual periods beginning on or after 1 January 2016. Earlier application is permitted.

  - *Changes in method for disposal (Amendment to IFRS 5).* IFRS 5 is amended to clarify that:

    - if an entity changes the method of disposal of an asset (or disposal group) – i.e. reclassifies an asset (or disposal group) from held-for-distribution to owners to held-for-sale (or vice versa) without any time lag – then the change in classification is considered a continuation of the original plan of disposal and the entity continues to apply held-for-distribution or held-for-sale accounting. At the time of the change in method, the entity measures the carrying amount of the asset (or disposal group) and recognises any write-down (impairment loss) or subsequent increase in the fair value less costs to sell/distribute of the asset (or disposal group); and

    - if an entity determines that an asset (or disposal group) no longer meets the criteria to be classified as held-for-distribution, then it ceases held-for-distribution accounting in the same way as it would cease held-for-sale accounting.

    Any change in method of disposal or distribution does not, in itself, extend the period in which a sale has to be completed.

    The amendment to IFRS 5 is applied prospectively in accordance with IAS 8 to changes in methods of disposal that occur on or after 1 January 2016.

  - *Offsetting disclosures in condensed interim financial statements (Amendment to IFRS 7).* IFRS 7 is also amended to clarify that the additional disclosures required by *Disclosures: Offsetting Financial Assets and Financial Liabilities (Amendments to IFRS 7)* are not specifically required for inclusion in condensed interim financial statements for all interim periods; however, they are required if the general requirements of *IAS 34 Interim Financial Reporting* require their inclusion.

    The amendment to IFRS 7 is applied retrospectively, in accordance with *IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.*

  - *Disclosure of information "elsewhere in the interim financial report' (Amendment to IAS 34).* IAS 34 is amended to clarify that certain disclosures, if they are not included in the notes to interim financial statements, may be disclosed "elsewhere in the interim financial report" – i.e. incorporated by cross-reference from the interim financial statements to another part of the interim financial report (e.g. management commentary or risk report). The interim financial report is incomplete if the interim financial statements and any disclosure incorporated by cross-reference are not made available to users of the interim financial statements on the same terms and at the same time.

    The amendment to IAS 34 is applied retrospectively, in accordance with *IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.*

4. Significant accounting policies (cont'd)

4.22. New standards and interpretations issued but not yet adopted (cont'd)

- *Investment Entities: Applying the Consolidation Exception (Amendments to IFRS 10, IFRS 12 and IAS 28)* clarifies that:

  - A subsidiary that provides investment–related services should not be consolidated if the subsidiary itself is an investment entity.

  - The exemption from preparing consolidated financial statements for an intermediate held by an investment entity, even though the investment entity does not consolidate the intermediate.

  - When applying the equity method to an associate or a joint venture, a non-investment entity investor in an investment entity may retain the fair value measurement applied by the associate or joint venture to its interests in subsidiaries.

  The amendments are to be applied retrospectively for annual periods beginning on or after 1 January 2016. Early adoption is permitted.

- *Disclosure Initiative (Amendments to IAS 1)* addresses some concerns expressed about existing presentation and disclosure requirements and to ensure that entities are able to use judgement when applying IAS 1. The amendments clarify that:

  - Information should not be obscured by aggregating or by providing immaterial information.

  - Materiality considerations apply to all parts of the financial statements, even when a standard requires a specific disclosure.

  - The list of line items to be presented in the statement of financial position and statement of profit or loss and other comprehensive income can be disaggregated and aggregated as relevant and additional guidance on subtotals in these statements.

  - An entity's share of OCI of equity-accounted associates and joint ventures should be presented in aggregate as single line items based on whether or not it will subsequently be reclassified to profit or loss.

  The amendments are to be applied retrospectively for annual periods beginning on or after 1 January 2016. Early adoption is permitted.

Effective 1 May 2018

- *IFRS 9 Financial Instruments (2014).* IFRS 9 (2014) replaces IAS 39 *Financial Instruments: Recognition and Measurement* and supersedes the previously published versions of IFRS 9 that introduced new classifications and measurement requirements (in 2009 and 2010) and a new hedge accounting model (in 2013). IFRS 9 includes revised guidance on the classification and measurement of financial assets, including a new expected credit loss model for calculating impairment, guidance on own credit risk on financial liabilities measured at fair value and supplements the new general hedge accounting requirements published in 2013. IFRS 9 incorporates new hedge accounting requirements that represent a major overhaul of hedge accounting and introduces significant improvements by aligning the accounting more closely with risk management.

4. Significant accounting policies (cont'd)

4.22. New standards and interpretations issued but not yet adopted (cont'd)

Effective 1 May 2018 (cont'd)

The new standard is to be applied retrospectively for annual periods beginning on or after 1 January 2018, with early adoption permitted. The Group is assessing the potential impact on its financial statements resulting from the application of IFRS 9.

- *IFRS 15 Revenue from Contract with Customers.* IFRS 15 was issued in May 2014 by the IASB and establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to customers. The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue.

  IFRS 15 is effective for annual periods beginning on or after 1 January 2018. The Group is currently assessing the impact of the IFRS 15 and plans to adopt this new standard on revenue on the required effective date.

Effective 1 May 2019

- *IFRS 16 Leases* supersedes IAS 17 *Leases* and the related Philippine Interpretations. The new standard introduces a single lease accounting model for lessees under which all major leases are recognised on-balance sheet, removing the lease classification test. Lease accounting for lessors essentially remains unchanged except for a number of details including the application of the new lease definition, new sale-and-leaseback guidance, new sub-lease guidance and new disclosure requirements. Practical expedients and targeted reliefs were introduced including an optional lessee exemption for short-term leases (leases with a term of 12 months or less) and low-value items, as well as the permission of portfolio-level accounting instead of applying the requirements to individual leases. New estimates and judgemental thresholds that affect the identification, classification and measurement of lease transactions, as well as requirements to reassess certain key estimates and judgements at each reporting date were introduced.

  IFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group is currently assessing the potential impact of IFRS 16 and plans to adopt this new standard on leases on the required effective date.

5. Acquisition of business

(i) Acquisition of Sager Creek

The Group, through its wholly-owned U.S. subsidiary, Sager Creek Foods, Inc. (formerly Vegetable Acquisition Corp.), has acquired Sager Creek Vegetable Company's ("Sager Creek") vegetable business effective 10 March 2015 in San Francisco, U.S.A. Sager Creek is a producer of specialty vegetables for the foodservice and retail markets headquartered in Siloam Springs, Arkansas. Sager Creek has manufacturing operations located in North Carolina, Arkansas, and Wisconsin. Sager Creek's well-known brands include Veg-All, Freshlike, Popeye, Princella and Allens', among others. The cash price paid for the Sager Creek assets is US$75.0 million. Such price was established through an auction process and negotiations between the parties. The acquisition cost was financed through Del Monte Foods Inc.'s ("DMFI") revolving credit facility, the payment for which will be secured by the acquired assets.

The acquisition of Sager Creek's business provides the Group access to new customers and new retail product offerings and the opportunity to expand on Sager Creek's foodservice business platform, while driving significant operating synergies in the Group's network of vegetable production facilities.

During the period from the date of acquisition on 10 March 2015 to 30 April 2015, Sager Creek contributed revenue of US$29.5 million and an operating loss of US$0.2 million to the Group's results. If the acquisition had occurred on 1 May 2014, management estimates that the contribution to the consolidated revenue for the year ended 30 April 2015 would have been US$251.6 million, and operating loss would have been US$23.3 million.

(a) Consideration transferred

The consideration for the acquisition of Sager Creek was US$75.0 million and subject to post closing working capital adjustments.

(b) Acquisition-related costs

The Group incurred acquisition-related costs in respect of the acquisition of Sager Creek amounting to US$0.5 million and US$0.8 million for the years ended 30 April 2016 and 2015, respectively. These costs, which include external legal fees and due diligence costs, are included as part of "General and administrative expenses" account in the consolidated income statement.

5. Acquisition of business (cont'd)

(i) Acquisition of Sager Creek (cont'd)

(c) Identifiable assets acquired and liabilities assumed

The transaction was accounted for as a business acquisition under the purchase method of accounting. The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of the acquisition:

	Note	**Fair values recognised on acquisition 10 March 2015 US$'000**
Property, plant and equipment	6	39,511
Intangible assets	9	25,400
Other non-current assets		2,117
Inventories		53,589
Assets held for sale		8,113
Other current assets		4,412
Trade and other payables		(31,113)
Other non-current liabilities		(461)
Total identifiable net assets		101,568

Of the US$25.4 million of acquired intangible assets, US$13.5 million was assigned to customer relationships and US$11.9 million was assigned to trademarks and trade names.

Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows:

Property, plant and equipment: Market comparison technique and cost technique: The valuation model considered market prices for similar items when available, and depreciated replacement cost as appropriate.

Intangible assets: 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.

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.

5. Acquisition of business (cont'd)

(i) Acquisition of Sager Creek (cont'd)

(d) Bargain purchase

Bargain purchase arising from the acquisition has been recognised as follows:

	US$'000
Total consideration transferred	75,000
Fair value of identifiable net assets	(101,568)
Bargain purchase	(26,568)

This acquisition resulted in a bargain purchase transaction because the fair value of assets acquired exceeded the total of the fair value of consideration paid. The gain on bargain purchase is included as part of "Other income (expenses) - net" account in the 2015 consolidated income statement. The Group believes that the bargain purchase arose mainly because the transaction occurred at a more rapid pace than what would be considered a normal transaction timeframe for similar purchase transactions. The prior owners had a short time period to close the deal so that the new buyer handles the grower and other commitments for the upcoming grower season and it was important to the acquiree to get these commitments signed. The process was subject to a limited competitive bidding process, due to the need to close quickly.

(ii) Acquisition of Consumer Food Business

On 10 October 2013, the Company and the Group's wholly owned subsidiary, DMFI entered into a purchase agreement with Del Monte Corporation, now known as The J.M. Smucker Company or "Smucker's" (also formerly known as "Big Heart Pet Brands") ("the Seller"), to acquire all of the shares of certain subsidiaries of the Seller and acquire certain assets and assume certain liabilities related to the Seller's consumer food business ("Consumer Food Business") for a purchase price of US$1,675.0 million subject to a post-closing working capital adjustment (the "Acquisition"). The transaction was completed on 18 February 2014.

The Consumer Food Business sells products under the Del Monte, Contadina, College Inn, S&W and other brand names, as well as private label products, to key customers. The Consumer Food Business is one of the largest marketers of processed fruit, vegetables and tomatoes in the United States, with the leading market share for branded products in both fruit and vegetable.

As a result of the acquisition, the Group gained access to a well-established, attractive and profitable branded consumer business in the US. The Group generated significant value creation opportunities in the US market through the expansion of the Consumer Food Business' current product offering to include beverage and culinary products. Furthermore, with greater access for its products, the Group realised synergies by leveraging its vertical integration, benefiting from economies of scale and value-added expansion and optimising operations over time.

5. Acquisition of business (cont'd)

(ii) Acquisition of Consumer Food Business (cont'd)

In order to support the continued and uninterrupted operation of the Consumer Food Business following the close date, a transition services agreement, dated 18 February 2014 was made by and between the Seller, DMFI and the Company. Beginning on the close date, the Seller provided transition services relating to warehousing, transportation, customer financial services, IT services/use of system and administration (accounting/finance).

From the date of acquisition on 18 February 2014 to 30 April 2014, the Consumer Food Business contributed revenue of US$293.0 million and loss of US$43.3 million to the Group's results. If the acquisition had occurred on 1 January 2014, management estimates that contribution to consolidated revenue would have been US$525.0 million, and consolidated loss for the period would have been US$58.0 million. In determining these amounts, management has assumed that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2014.

(a) Consideration transferred

The following table summarises the acquisition-date fair value of each major class of consideration transferred.

	US$'000
Original purchase price	1,675,000
Working capital adjustments	110,981
Total cash consideration	1,785,981
Settlement of pre-existing relationship	(1,160)
Total consideration transferred	1,784,821

The cash consideration includes the post-closing working capital adjustments of US$111.0 million which was calculated based on the difference between the target working capital stipulated in the purchase agreement and the Seller's good faith estimate of working capital and was paid upon the completion of the acquisition on 18 February 2014.

Based on the Seller's calculation of working capital, the Seller requested an additional upward adjustment to the post-closing working capital adjustment of US$16.4 million plus interest accrued from 18 February 2014 through to the date of payment. DMFI served its Notice of Disagreement asserting that the Sellers' statement setting forth its calculation of closing working capital is in breach of several provisions of the Agreement and that the Seller is not entitled to any adjustment to the purchase price on account of working capital, including the additional post-closing working capital adjustment of US$16.4 million plus interest accrued, and the post-closing adjustment amount must be returned.

5. Acquisition of business (cont'd)

(ii) Acquisition of Consumer Food Business (cont'd)

(a) Consideration transferred (cont'd)

In March 2015, the parties submitted this dispute to an independent certified public accounting firm for resolution pursuant to the Purchase Agreement. On 25 April 2016, the parties entered into a settlement agreement, under which the Seller paid/refunded to DMFI US$38.0 million in full satisfaction of the post-closing working capital amount adjustment under the Purchase Agreement. The resulting settlement gain is included as part of "Other income (expenses) - net" account in the consolidated income statement for the financial year ended 30 April 2016.

Settlement of pre-existing relationship

The Group and the Seller were parties to a long-term supply contract in respect of processed foods (three-year notice of termination was served by the Group in November 2011) in North America (except Canada), Mexico and the Caribbean.

On the completion of the acquisition on 18 February 2014, the Seller's rights and obligations under the supply contract were transferred to DMFI. The loss of US$1.2 million on settlement of the pre-existing relationship is included as part of "Other income (expenses) - net" account in the consolidated income statements. This amount is the lower of the termination amount and the value of the off-market element of the contract. The fair value of the agreement at the date of acquisition was approximately US$1.2 million, which relates to the unfavourable aspect of the contract to the Group relative to market prices.

(b) Acquisition-related costs

The Group incurred a total of US$2.2 million for the year ended 30 April 2015 (four months ended 30 April 2014: US$33.4 million) of acquisition-related costs in respect of the Acquisition. These costs, which include external legal fees and due diligence costs, are included as part of "General and administrative expenses" account in the consolidated income statements.

5. Acquisition of business (cont'd)

(ii) Acquisition of Consumer Food Business (cont'd)

(c) Identifiable assets acquired and liabilities assumed

The following table summarises the recognised fair values of identifiable assets acquired and liabilities assumed at the date of acquisition.

	Note	Fair values recognised on acquisition (provisional) 18 February 2014 US$'000	Adjustments during window period US$'000	Fair values recognised on acquisition (final) 30 April 2015 US$'000
Property, plant and equipment	*6*	395,268	3,546	398,814
Intangible assets	*9*	529,000	(4,000)	525,000
Other assets		22,619	(359)	22,260
Deferred tax assets	*10*	8,534	45	8,579
Inventories		797,459	–	797,459
Cash and cash equivalents		2,484	–	2,484
Trade and other receivables		124,698	805	125,503
Trade and other payables		(144,335)	–	(144,335)
Current employee benefits		(4,563)	172	(4,391)
Other liabilities		(46,277)	(697)	(46,974)
Deferred tax liabilities		–	(1,092)	(1,092)
Non-current employee benefits		(105,465)	2,644	(102,821)
Total identifiable net assets acquired		1,579,422	1,064	1,580,486
Goodwill	*9*	205,399	(1,064)	204,335
Total consideration transferred		1,784,821	–	1,784,821
Less: Cash and cash equivalents acquired		(2,484)	–	(2,484)
Acquisition of Consumer Food Business, net of cash acquired		1,782,337	–	1,782,337

Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows:

Property, plant and equipment: Market comparison technique and cost technique: The valuation model considered market prices for similar items when available, and depreciated replacement cost as appropriate.

Intangible assets: 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.

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.

5. Acquisition of business (cont'd)

(ii) Acquisition of Consumer Food Business (cont'd)

(c) Identifiable assets acquired and liabilities assumed (cont'd)

Trade and other receivables comprised gross contractual amounts due of US$126.1 million, of which, US$0.6 million was expected to be uncollectible at the date of acquisition. Of the US$525.0 million of acquired intangible assets, US$107.0 million was assigned to customer relationships and US$418.0 million was assigned to trademarks. Customer relationships and amortisable trademarks will be amortised over 10 - 20 years.

Retrospective adjustment

During the fiscal year 2015, the Group retrospectively adjusted the provisional amounts recognised at the acquisition date to reflect new information about facts and circumstances that existed as of the acquisition date that affected the measurement of the amounts initially recognised or would have resulted in the recognition of other assets or liabilities with a corresponding adjustment to goodwill. In the same year, the Group also revised comparative information for prior periods presented in the financial statements as needed, including making changes to depreciation, amortisation, or other income as a result of changes made to provisional amounts recognised as of 30 April 2014.

(d) Goodwill

Goodwill arising from the acquisition has been recognised as follows.

	Note	US$'000
Total consideration transferred		1,784,821
Fair value of identifiable net assets		1,580,486
Goodwill	*9*	204,335

The goodwill is attributable mainly to the significant value creation opportunities in the US market through the expansion of the Consumer Food Business' current product offering to include beverage and culinary products as well as synergies between the Consumer Food Business and the different subsidiaries under the Group. Furthermore, with greater access for its products, the Group expects to realise synergies by leveraging its vertical integration, benefiting from economies of scale and value-added expansion and optimising operations over time.

6. Property, plant and equipment - net

	<------- At cost -------			------->	Valuation	
Group	**Buildings, land improvements and leasehold improvements US$'000**	**Machineries and equipment US$'000**	**Dairy and breeding herd US$'000**	**Construction -in-progress US$'000**	**Freehold land US$'000**	**Total US$'000**
Cost/Valuation						
At 1 May 2015	203,068	465,657	228	29,781	72,068	770,802
Additions	2,895	8,255	–	50,860	–	62,010
Disposals	(727)	(4,180)	–	–	–	(4,907)
Reclassifications	9,173	38,489	–	(41,877)	(5,785)	–
Currency realignment	(2,098)	(9,008)	(11)	(473)	(521)	(12,111)
At 30 April 2016	212,311	499,213	217	38,291	65,762	815,794
At 1 May 2014	181,123	369,478	229	33,100	57,608	641,538
Additions through business combinations	14,603	10,462	–	–	14,446	39,511
Additions	3,998	14,367	–	77,075	9	95,449
Disposals	(140)	(5,615)	–	–	–	(5,755)
Reclassifications	3,481	76,921	–	(80,402)	–	–
Currency realignment	3	44	(1)	8	5	59
At 30 April 2015	203,068	465,657	228	29,781	72,068	770,802

6. Property, plant and equipment – net (cont'd)

	<------------------ At cost ------------------>				Valuation	
	Buildings, land improvements and leasehold improvements US$'000	**Machineries and equipment US$'000**	**Dairy and breeding herd US$'000**	**Construction -in-progress US$'000**	**Freehold land US$'000**	**Total US$'000**
Group						
Cost/Valuation						
At 1 January 2014	34,234	156,765	230	16,522	15,382	223,133
Additions through business combinations	145,613	199,750	–	11,283	38,622	395,268
Finalisation of purchase price allocation	(696)	579	–	38	3,625	3,546
Additions	25	368	–	19,380	–	19,773
Disposals	–	(373)	–	–	–	(373)
Reclassifications	2,058	12,014	–	(14,072)	–	–
Currency realignment	(111)	375	(1)	(51)	(21)	191
At 30 April 2014	181,123	369,478	229	33,100	57,608	641,538
Accumulated depreciation and impairment losses						
At 1 May 2015	25,940	166,275	228	–	–	192,443
Charge for the year	11,692	53,131	–	–	–	64,823
Impairment loss	2,159	2,379	–	–	390	4,928
Disposals	(334)	(2,310)	–	–	–	(2,644)
Currency realignment	(819)	(6,540)	(11)	–	–	(7,370)
At 30 April 2016	38,638	212,935	217	–	390	252,180

6. Property, plant and equipment - net (cont'd)

	<------ At cost			------>	Valuation	
	Buildings, land improvements and leasehold improvements US$'000	**Machineries and equipment US$'000**	**Dairy and breeding herd US$'000**	**Construction -in-progress US$'000**	**Freehold land US$'000**	**Total US$'000**
Group						
Accumulated depreciation and impairment losses						
At 1 May 2014	15,914	120,442	229	–	–	136,585
Charge for the year	10,316	50,355	–	–	–	60,671
Reversal of impairment loss	(205)	(303)	–	–	–	(508)
Disposals	(6)	(4,145)	–	–	–	(4,151)
Currency realignment	(79)	(74)	(1)	–	–	(154)
At 30 April 2015	25,940	166,275	228	–	–	192,443
At 1 January 2014	13,740	109,698	230	–	–	123,668
Charge for the period	2,285	11,518	–	–	–	13,803
Reversal of impairment loss	(67)	(105)	–	–	–	(172)
Disposals	–	(371)	–	–	–	(371)
Currency realignment	(44)	(298)	(1)	–	–	(343)
At 30 April 2014	15,914	120,442	229	–	–	136,585
Carrying amounts						
At 30 April 2016	173,673	286,278	–	38,291	65,372	563,614
At 30 April 2015	177,128	299,382	–	29,781	72,068	578,359
At 1 May 2014	165,209	249,036	–	33,100	57,608	504,953

6. Property, plant and equipment - net (cont'd)

As at 30 April 2016 and 2015 and 1 May 2014, the Group has no significant legal or constructive obligation to dismantle any of its leasehold improvements as the lease contracts provide, among other things, that the improvements introduced on the leased assets shall become the property of the lessor upon termination of the lease.

The table below summarises the valuation of freehold land held by the Group as at 30 April 2016 in various locations:

Located in	**Valuation US$'000**	**Date of valuation**
The Philippines	6,853	31 December 2013
United States of America (Consumer Foods Business)	42,264	17 February 2014
United States of America (Sager Creek)	14,446	30 April 2015
Singapore	8,505	31 December 2013
	72,068	

The Group engaged independent appraisers to determine the fair values of its freehold land. Revaluations are performed at regular intervals to ensure that the fair value of the freehold land does not differ materially from its carrying amount. Management evaluated that the fair values of freehold land at the respective valuation dates approximate their fair values as of the reporting date. The assumptions used in determining the fair value are disclosed in Note 35.

The carrying amount of the freehold land of the Group as at 30 April 2016 would be US$58.7 million (30 April 2015: US$59.1 million, 30 April 2014: US$44.7 million) had the freehold land been carried at cost less impairment losses.

Plant closure

In April 2016, the Group announced its intention to close Sager Creek's plant in Turkey, North Carolina and has started implementation of its termination plan following the approval by the Board of Directors after the plant continued to experience sub-optimal production activities despite efforts to improve operations. The Group closed the plant's canning facilities and the remainder of the production lines are in the process of being redeployed to other production locations as at period end.

In connection with the plant closure, the Group recognised impairment loss on related property, plant and equipment amounting to US$4.9 million (Note 26) (presented under "general and administrative expenses"). Further, the plant closure resulted in the recognition of inventory writedown amounting to US$5.5 million and additional environmental remediation liabilities amounting to US$1.8 million (Note 23).

Under the termination plan, approximately 300 employees are expected to be terminated in fiscal year 2017. The Group recognised provisions for employee severance benefits amounting to US$1.4 million, with US$1.2 million outstanding as at 30 April 2016 (presented under "Employee benefits"). Related equipment removal costs amounting to US$2.3 million, together with other related costs, were recognised and included under "Trade and other payables". These expenditures are expected to be incurred in 2017.

6. Property, plant and equipment - net (cont'd)

Source of estimation uncertainty

The Group estimates the useful lives of its property, plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

In addition, the estimation of the useful lives of property, plant and equipment is based on collective assessment of industry practice, internal technical evaluation and experiences with similar assets. It is possible, however, that future financial performance could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amount and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of property, plant and equipment would increase recorded depreciation expense and decrease non-current assets.

7. Investments in subsidiaries

	30 April 2016 US$'000	30 April 2015 US$'000 (As restated*)	1 May 2014 US$'000 (As restated*)
Unquoted equity shares, at cost	640,699	640,699	640,699
Amounts due from subsidiaries (non-trade)	75,243	75,243	75,243
	715,942	715,942	715,942
Accumulated share of profit of subsidiaries, net of dividend declaration and tax	113,337	115,638	126,536
Accumulated share of other comprehensive loss of subsidiaries, net of tax	(80,146)	(65,782)	(42,153)
Interests in subsidiaries	749,133	765,798	800,325

**see Note 3.6*

The amounts due from subsidiaries are unsecured and interest-free. Settlement of the balances are neither planned nor likely to occur in the foreseeable future as they are, in substance, a part of the Company's net investments in the subsidiaries.

7. Investments in subsidiaries (cont'd)

Details of the Company's subsidiaries are as follows:

Name of subsidiary	Principal activities	Place of incorporation and business	Effective equity held by the Group 30 April 2016 %	30 April 2015 %	1 May 2014 %
Held by the Company					
Del Monte Pacific Resources Limited ("DMPRL") [5]	Investment holding	British Virgin Islands	100.00	100.00	100.00
DMPL India Pte Ltd ("DMPLI") [2]	Investment holding	Singapore	100.00	100.00	100.00
DMPL Management Services Pte Ltd ("DMPL Mgt Svcs") [2]	Providing administrative support and liaison services to the Group	Singapore	100.00	100.00	100.00
GTL Limited ("GTL Ltd")[6]	Trading food products mainly under the brand names, "Del Monte" and buyer's own label	Federal Territory of Labuan, Malaysia	100.00	100.00	100.00
S&W Fine Foods International Limited ("S&W") [6]	Selling processed and fresh food products under the "S&W" trademark; Owner of the "S&W" trademark in Asia (excluding Australia and New Zealand), the Middle East, Western Europe, Eastern Europe and Africa	British Virgin Islands	100.00	100.00	100.00
DMPL Foods Limited ("DMPLFL") [7]	Investment holding	British Virgin Islands	89.43	89.43	89.43
Held by DMPRL					
Central American Resources, Inc ("CARI")[6]	Investment holding	Panama	100.00	100.00	100.00

7. Investments in subsidiaries (cont'd)

Name of subsidiary	Principal activities	Place of incorporation and business	Effective equity held by the Group 30 April 2016 %	30 April 2015 %	1 May 2014 %
Held by CARI					
Del Monte Philippines, Inc ("DMPI") [1]	Growing, processing and distribution of food products mainly under the brand name "Del Monte".	Philippines	100.00	100.00	100.00
Dewey Limited ("Dewey") [7]	Mainly investment holding	Bermuda	100.00	100.00	100.00
Pacific Brands Philippines, Inc [7]	Inactive	State of Delaware, U.S.A.	100.00	100.00	100.00
South Bukidnon Fresh Trading Inc ("SBFTI") [c] [1]	Production, packing, sale and export of food products	Philippines	100.00	100.00	–
Held by DMPLI					
Del Monte Foods India Private Limited ("DMFIPL") [a] [4]	Manufacturing, processing and distributing food, beverages and other related products	Mumbai, India	100.00	100.00	100.00
DMPL India Limited [4]	Investment holding	Mauritius	94.45	94.20	93.90
Held by DMPI					
Philippines Packing Management Services Corporation ("PPMSC") [1]	Management, logistics and support services	Philippines	100.00	100.00	100.00
Del Monte Txanton Distribution Inc ("DMTDI") [b] [1]	Trading, selling and distributing food, beverages and other related products	Philippines	40.00	40.00	–
Held by Dewey					
Dewey Sdn. Bhd. [3]	Owner of various trademarks	Malaysia	100.00	100.00	100.00
Held by DMPLFL					
Del Monte Foods Holdings Limited ("DMFHL") [1]	Investment holding	British Virgin Islands	89.43	89.43	89.43
Held by DMFHL					
Del Monte Foods Holdings Inc. ("DMFHI")[5]	Investment holding	State of Delaware, U.S.A.	89.43	89.43	–

7. Investments in subsidiaries (cont'd)

Name of subsidiary	Principal activities	Place of incorporation and business	Effective equity held by the Group 30 April 2016 %	30 April 2015 %	1 May 2014 %
Held by DMFHI					
Del Monte Foods Inc. ("DMFI") [5]	Manufacturing, processing and distributing food, beverages and other related products	State of Delaware, U.S.A	89.43	89.43	89.43
Held by DMFI					
Sager Creek Foods, Inc. (formerly Vegetable Acquisition Corp.) [5]	Manufacturing, processing and distributing food, beverages and other related products	State of Delaware, U.S.A.	89.43	89.43	–
Del Monte Andina C.A. [5]	Manufacturing, processing and distributing food, beverages and other related products	Venezuela	–	–	89.43
Del Monte Colombiana S.A. [3]	Manufacturing, processing and distributing food, beverages and other related products	Colombia	81.97	81.97	89.40
Industrias Citricolas de Montemorelos, S.A. de C.V. (ICMOSA) [3]	Manufacturing, processing and distributing food, beverages and other related products	Mexico	89.43	89.43	89.43
Del Monte Peru S.A.C.[4]	Distribution food, beverages and other related products	Peru	89.43	89.43	89.43
Del Monte Ecuador DME C.A. [4]	Distribution food, beverages and other related products	Ecuador	89.43	89.43	89.43
Hi-Continental Corp. [4]	Lessee of real property	State of California, U.S.A.	89.43	89.43	89.43
College Inn Foods [4]	Inactive	State of California, U.S.A.	89.43	89.43	89.43
Contadina Foods, Inc.[4]	Inactive	State of Delaware, U.S.A.	89.43	89.43	89.43
S&W Fine Foods, Inc.[4]	Inactive	State of Delaware, U.S.A.	89.43	89.43	89.43

7. Investments in subsidiaries (cont'd)

Name of subsidiary	Principal activities	Place of in-corporation and business	Effective equity held by the Group 30 April 2016 %	30 April 2015 %	1 May 2014 %
Held by Del Monte Andina C.A.					
Del Monte Argentina S.A. [3]	Inactive	Argentina	–	–	89.43

(a) 0.1% held by DMPRL
(b) DMTDI is consolidated as the Group has de facto control over the entity. Management believes that the Group has control over DTMTDI since it is exposed, or has rights, to variable returns and has the ability to affect those returns through its power over DMTDI.
(c) The Group has agreement with the shareholders of SBFTI where the Group is to receive substantially all the returns related to its operations and its net assets. The Group is able to direct the entity's activities and operations and is deemed to have 100% control over SBFTI. Effective 1 May 2015, SBFTI is held by CARI.
[1] Audited by SyCip Gorres Velayo & Co. ("SGV")
[2] Audited by Ernst and Young LLP ("EY") Singapore
[3] Audited by Ernst & Young member firms in the respective countries
[4] Audited by other certified public accountants. Subsidiary is not significant under rule 718 of the SGX-ST Listing Manual
[5] Not required to be audited in the country of incorporation. Audited by SGV for the purpose of group reporting
[6] Not required to be audited in the country of incorporation. Audited by Ernst and Young LLP, Singapore for the purpose of group reporting
[7] Not required to be audited in the country of incorporation

The Company regularly reassesses whether it controls an investee of facts and circumstances indicate that there are changes to one or more of the three elements of control listed on Note 4. The Company determined that it exercised control on all its subsidiaries as it has all elements of control.

In fiscal year 2015, the Group deconsolidated its subsidiary, Del Monte Andina C.A., an entity which has operations in Venezuela. Venezuela has a hyperinflationary economy. The Venezuelan exchange control regulations have resulted in 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. The investment is 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 part of "Other income (expenses) – net" in the 2015 income statement (Note 26).

7. Investments in subsidiaries (cont'd)

Prior to deconsolidation, the Group treated Venezuela as a highly inflationary economy based upon the three-year cumulative inflation rate, effective as of 18 February 2014, the date of the completion of the acquisition of the Consumer Food Business. The functional currency for the Group's Venezuelan subsidiary is the Venezuelan Bolivar. Management has restated the subsidiary's financial statements, whereby financial information recorded in the hyperinflationary currency is adjusted using the current cost approach by applying the Venezuelan National Consumer Price Index to calculate the inflation adjustment factor of 1.10 and expressed this in the measuring unit (the hyperinflationary currency) current at the end of the reporting period. The Group used the official SICAD I rate to translate these financial statements for purposes of consolidation. The financial statements for the South American entity are based on a historical cost basis.

Source of estimation uncertainty

When the subsidiary has suffered recurring operating losses, a test is made to assess whether the interests in subsidiary has suffered any impairment by determining the recoverable amount. This determination requires significant judgement and estimation. An estimate is made of the future profitability, cash flow, financial health and near-term business outlook of the subsidiary, including factors such as market demand and performance. The recoverable amount will differ from these estimates as a result of differences between assumptions used and actual operations.

8. Investments in joint ventures

Name of joint venture	Principal activities	Place of incorporation and business	Effective equity held by the Group 30 April 2016 %	30 April 2015 %	1 May 2014 %
FieldFresh Foods Private Limited ("FFPL") *	Production and sale of fresh and processed fruits and vegetable food products	India	47.23	47.08	46.95
Nice Fruit Hong Kong Limited (NFHKL) #	Production and sale of frozen fruits and vegetable food products	Hong Kong	35.00	35.00	–

* Audited by Deloitte Haskins & Sells, Gurgaon, India.

\# Audited by Ernst and Young Hong Kong. Not material to the Group as at 30 April 2016.

8. Investments in joint ventures (cont'd)

The summarised financial information of a material joint venture, FFPL, not adjusted for the percentage ownership held by the Group, is as follows:

	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000
Revenue	65,838	62,285	18,966
Loss from continuing operations [a]	(3,398)	(4,564)	(2,307)
Other comprehensive income	(3)	(369)	(794)
Total comprehensive income	(3,401)	(4,933)	(3,101)
[a] Includes:			
- depreciation	168	264	28
- interest expense	2,605	2,876	275
Non-current assets	17,110	18,365	20,319
Current assets [b]	23,842	19,292	19,906
Non-current liabilities [c]	(25,271)	(25,821)	(29,277)
Current liabilities [d]	(14,283)	(10,807)	(8,720)
Net assets	1,398	1,029	2,228
Includes			
[b] Cash and cash equivalents	96	70	40
[c] Non-current financial liabilities (excluding trade and other payables)	13,548	25,821	29,277
[d] Current financial liabilities (excluding trade and other payables)	11,727	–	5,151

	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000
Group's interest in net assets of FFPL at beginning of the year/period	20,419	21,008	20,193
Capital injection during the year	1,950	1,694	2,271
Group's share of:			
- loss from continuing operations	(1,705)	(2,149)	(1,083)
- other comprehensive income	(3)	(134)	(373)
- total comprehensive income	(1,708)	(2,283)	(1,456)
Carrying amount of interest at end of the year/period	20,661	20,419	21,008

8. Investments in joint ventures (cont'd)

The summarised financial information of an immaterial joint venture, NFHKL, not adjusted for the percentage ownership held by the Group, is as follows:

	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000
Group's interest in net assets of NFHKL at beginning of the year/period	2,171	–
Capital injection during the year	–	2,552
Group's share of:		
- loss from continuing operations	(12)	(171)
- other comprehensive income	–	(210)
- total comprehensive income	(12)	(381)
Carrying amount of interest at end of the year/period	2,159	2,171

Determination of the type of joint arrangement

The Group determines the classification of a joint venture depending upon the parties' rights and obligations arising from the arrangement in the normal course of business. When making an assessment, the Group considers the following:

(a) the structure of the joint arrangement.
(b) when the joint arrangement is structured through a separate vehicle:

i. the legal form of the separate vehicle;
ii. the terms of the contractual arrangement; and
iii. when relevant, other facts and circumstances.

The Group determined that its interests in FFPL and NFHKL are joint ventures as the arrangements are structured in a separate vehicle and that it has rights to the net assets of the arrangements. The terms of the contractual arrangements do not specify that the parties have rights to the assets and obligations for the liabilities relating to the arrangements.

Source of estimation uncertainty

When the joint venture has suffered recurring operating losses, a test is made to assess whether the investment in joint venture has suffered any impairment by determining the recoverable amount. This determination requires significant judgement and estimation. An estimate is made of the future profitability, cash flow, financial health and near-term business outlook of the joint venture, including factors such as market demand and performance. The recoverable amount will differ from these estimates as a result of differences between assumptions used and actual operations.

Since its acquisition, the Indian sub-continent trademark (Note 9) and the investment in FFPL were allocated to the Indian sub-continent cash-generating unit ("Indian sub-continent CGU"). The recoverable amount of Indian sub-continent CGU was estimated using the discounted cash flows based on five-year cash flow projections.

8. Investments in joint ventures (cont'd)

Key assumptions used in discounted cash flow projection calculations

Key assumptions used in the calculation of recoverable amounts are discount rates, revenue growth rates and terminal value growth rate. The values assigned to the key assumptions represented management assessment of future trends in the industries and were based on both external and internal sources.

	30 April 2016 %	30 April 2015 %	1 May 2014 %
Discount rate	22.5	17.1	14.3
Revenue growth rate	19.0 – 21.0	16.0 – 21.0	22.0 – 40.0
Terminal growth rate	5.0	5.0	5.0

The fiscal year 2016 discount rate is a pre-tax measure estimated based on past experience, and industry average weighted average cost of capital, which is based on a possible rate of debt leveraging of 32.6% (2015: 57%) at a market interest rate of 10.0% (2015: 12.2%).

Revenue growth rate is expressed as compound annual growth rates in the initial five years of the plan. In the first year of the business plan, revenue growth rate was projected at 19% (2015:16%) based on the near-term business plan and market demand. The annual revenue growth included in the cash flow projections for four years was projected at the growth rate based on the historical growth in volume and prices and industry growth.

A long-term growth rate into perpetuity has been determined based on management's estimate of the long-term compound annual growth rate in the Indian Economy which management believed was consistent with the assumption that a market participant would make.

Sensitivity to changes in assumptions

The estimated recoverable amount exceeds its carrying amount of interest in joint venture and trademark (Note 9) and accordingly no impairment loss is recorded.

Management has identified that a reasonably possible change in two key assumptions could cause the carrying amount to exceed the recoverable amount. The following table shows the amount by which these two assumptions would need to change individually for the estimated recoverable amount to be equal to the carrying amount.

	Change required for carrying amount to equal the recoverable amount		
	30 April 2016 %	30 April 2015 %	1 May 2014 %
Group			
Discount rate	0.1	0.7	2.1
Revenue growth rate	(0.2)	(0.3)	(1.6)

9. Intangible assets and goodwill

	Goodwill US$'000	Indefinite life trademarks US$'000	Amortisable trademarks US$'000	Customer relationships US$'000	Total US$'000
Cost					
At 1 May 2015	203,432	394,000	58,210	120,500	776,142
Adjustment	–	14,043	(22,130)	–	(8,087)
At 30 April 2016	203,432	408,043	36,080	120,500	768,055
At 1 May 2014	204,335	394,000	46,310	107,000	751,645
Additions through business combinations	–	–	11,900	13,500	25,400
Deconsolidation of a subsidiary	(903)	–	–	–	(903)
At 30 April 2015	203,432	394,000	58,210	120,500	776,142
At 1 January 2014	–	–	22,310	–	22,310
Additions through business combinations	205,399	394,000	24,000	111,000	734,399
Purchase price adjustment	(1,064)	–	–	(4,000)	(5,064)
At 30 April 2014	204,335	394,000	46,310	107,000	751,645
Accumulated amortisation					
At 1 May 2015	–	–	9,907	6,535	16,442
Amortisation	–	–	2,276	7,051	9,327
Adjustment	–	–	(8,087)	–	(8,087)
At 30 April 2016	–	–	4,096	13,586	17,682
At 1 May 2014	–	–	7,878	1,004	8,882
Amortisation	–	–	2,029	5,531	7,560
At 30 April 2015	–	–	9,907	6,535	16,442
At 1 January 2014	–	–	7,448	–	7,448
Amortisation	–	–	430	1,004	1,434
At 30 April 2014	–	–	7,878	1,004	8,882
Carrying amounts					
At 30 April 2016	203,432	408,043	31,984	106,914	750,373
At 30 April 2015	203,432	394,000	48,303	113,965	759,700
At 1 May 2014	204,335	394,000	38,432	105,996	742,763

9. Intangible assets and goodwill (cont'd)

Goodwill

Goodwill arising from the acquisition of Consumer Food Business (Note 5) was allocated to DMFI and its subsidiaries, which is considered as one CGU.

Indefinite life trademarks

Management has assessed the following trademarks as having indefinite useful lives as the Group has exclusive access to the use of these trademarks on a royalty free basis.

America trademarks

The indefinite life trademarks arising from the acquisition of Consumer Food Business (Note 5) 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.

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").

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.

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.

Impairment Test

Management has performed impairment testing for all indefinite life trademarks and concluded that no impairment exist at the reporting date. The "Del Monte" and "College Inn" trademarks in the United States are included in the DMFI CGU containing goodwill for the impairment assessment as described above. The Indian sub-continent trademark and the investment in FFPL were allocated to Indian sub-continent CGU (Note 8).

9. Intangible assets and goodwill (cont'd)

During the period ended 27 April 2014, no impairment test was performed on goodwill and America trademarks with indefinite useful life given the recent acquisition of Consumer Food Business (Note 5). In 2016 and 2015, the recoverable amount of the CGU was based on fair value less costs of disposal, being greater than the Value-in-use (VIU):

	30 April 2016 US$'000	30 April 2015 US$'000
Value-in-use	1,950,000	1,840,000
Fair value less costs of disposal	2,110,000	2,060,000
Recoverable amount	2,110,000	2,060,000

As of valuation date in January 2016 and 2015, the estimated recoverable amount of the CGU exceeded its carrying amount by approximately US$275.8 million and US$313.2 million, respectively.

Value-in-use

The VIU is the present value of expected cash flows, discounted at a risk-adjusted weighted average cost of capital.

The key assumptions used in the estimation of the recoverable amount using the VIU approach are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and were based on historical data from both external and internal sources.

	2016 %	2015 %
Discount rate	8.0	8.0
Terminal value growth rate	2.0	2.0
Budgeted EBITDA growth rate (average of next five years)	7.9	21.6

The discount rate was a pre-tax measure estimated based on the historical industry average weighted-average cost of capital, with a possible range of debt leveraging of 35% (30 April 2015: 41%) at a risk free interest rate of 4% (30 April 2015: 4%).

The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on management's estimate of the long-term compound annual EBITDA growth rate consistent with the assumption that a market participant would make.

Budgeted EBITDA was estimated taking into account past experience adjusted as follows:

- Revenue growth was projected taking into account the average growth levels experienced over the past five years and estimated sales volume and price growth for the next five years. It was assumed that sales price would increase in line with forecast inflation over the next five years.
- The amounts are probability-weighted.

9. Intangible assets and goodwill (cont'd)

Fair value less costs of disposal

Fair value less costs of disposal is determined using the market approach, which makes use of prices and other relevant information generated by market transactions involving similar companies.

The Market Comparable Method was used in applying the Market Approach, making use of market price data of companies engaged in the same or similar line of business as that of the Company. Stocks of these companies are traded in a free and open market or in private transactions. The process involves the identification of comparable companies, calculation and application of market multiples representing ratios of invested capital or equity to financial measures of the Company, application of an appropriate control premium to the companies being compared, and adjustment for any non-operating assets or liabilities or working capital excess/deficit to arrive at an indication of Business Enterprise Value.

The approach involves the use of both observable inputs and unobservable inputs (e.g. projected revenue and EBITDA, and adjusted market multiples). Accordingly, the fair value measurement is categorised under level 3 of the fair value hierarchy.

Comparable companies were selected from comprehensive lists and directories of public companies in the packaged foods industry. Potential comparable companies were analysed based on various factors, including, but not limited to, industry similarity, financial risk, company size, geographic diversification, profitability, growth characteristics, financial data availability, and active trading volume. The following comparable companies were selected:

- B&G Foods Inc.
- Campbell Soup Company
- ConAgra Foods, Inc.
- General Mills, Inc.
- Hormel Foods Corporation
- Seneca Foods Corp.
- Treehouse Foods, Inc.

Calculation of the market multiples considered Market Value of Invested Capital (MVIC), the sum of the market values of a comparable company's common stock, interest-bearing debt and preferred stock, assuming that the book value of the comparable companies' debt approximated the market value of the debt. Adjustments to the market multiples were made to reflect the difference between the estimated size of the Company and each comparable company, improving comparability based on relative size difference prospects. Relative size adjustment factors were calculated based on a regression of a Price / Earnings ratio using size as an independent variable. The market multiples selected and applied to the Company's financial results in the analysis were as follows:

	2016		**2015**	
	Selected multiple	**Assigned weight**	**Selected multiple**	**Assigned weight**
MVIC/Revenue – Last twelve months	1.1x	25%	1.0x	33%
MVIC/Revenue – Projected	0.9x	25%	0.9x	33%
MVIC/EBITDA – Last twelve months	15.7x	25%	15.2x	0%
MVIC/EBITDA – Projected	11.9x	25%	12.3x	33%

9. Intangible assets and goodwill (cont'd)

Sensitivity analysis

Management has identified that a reasonably possible change in the market multiples could cause the carrying amount to exceed the recoverable amount. The following table shows the amount to which the market multiples would need to change independently for the estimated recoverable amount of the DMFI CGU to be equal to its carrying amount.

	Breakeven Multiple
MVIC/Revenue – Last twelve months	0.9x
MVIC/Revenue – Projected	0.8x
MVIC/EBITDA – Last twelve months	15.7x
MVIC/EBITDA – Projected	8.5x

Source of estimation uncertainty

Goodwill and the indefinite life trademarks are assessed for impairment annually. The impairment assessment requires an estimation of the VIU and fair value less costs of disposal of the CGU to which the goodwill and indefinite life trademarks are allocated.

Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and apply an appropriate discount rate in order to calculate the present value of those cash flows. Actual cash flows will differ from these estimates as a result of differences between assumptions used and actual operations.

Amortisable trademarks and customer relationships

	Net carrying amount			**Remaining amortisation period (years)**		
	30 April 2016	**30 April 2015**	**1 May 2014**	**2016**	**2015**	**2014**
	US$'000	**US$'000**	**US$'000**			
Indian sub-continent trademark	–	4,111	4,301	–	21.7	22.7
The Philippines trademarks	–	1,773	1,887	–	15.7	16.7
Asia S&W trademark	39	8,216	8,484	2.2	32.7	33.7
America S&W trademark	1,563	1,763	1,963	7.8	8.8	9.8
America Contadina trademark	19,597	20,697	21,797	17.8	18.8	19.8
Sager Creek trademarks	10,785	11,743	–	10.9	11.9	–
	31,984	48,303	38,432			

In 2016, "Del Monte" trademark in the Philippines and India and "S&W" trademark in Asia excluding label development were reclassified to indefinite life trademarks. This change in estimated useful life resulted in a decrease in amortisation expense by US$0.6 million in 2016.

9. Intangible assets and goodwill (cont'd)

Amortisable trademarks and customer relationships (cont'd)

Asia S&W trademark

The amortisable trademark pertains to "Label Development" trademark.

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.

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.

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)		
	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000	2016	2015	2014
DMFI customer relationships	95,313	100,663	105,996	17.8	18.8	19.8
Sager Creek customer relationships	11,601	13,302	–	6.9	7.9	–
	106,914	113,965	105,996			

Management has included the DMFI trademarks and customer relationships in the DMFI CGU impairment assessment and concluded that no impairment exists at the reporting date. On the other hand, no impairment loss was recognized on Sager Creek trademark and customer relationships.

Source of estimation uncertainty

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.

10. Deferred tax

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set-off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority.

Deferred tax assets and liabilities of the Group are attributable to the following:

	Assets			Liabilities		
	30 April 2016 US$'000	**30 April 2015 US$'000 (As restated*)**	**1 May 2014 US$'000 (As restated*)**	**30 April 2016 US$'000**	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Group						
Provisions	6,675	4,162	3,784	–	–	–
Employee benefits	43,485	32,013	9,086	–	–	–
Property, plant and equipment – net	–	–	–	(34,667)	(29,025)	(5,596)
Intangible assets and goodwill	–	–	–	(44,794)	(20,394)	(4,393)
Effective portion of changes in fair value of cash flow hedges	13,403	7,324	1,660	–	–	–
Tax loss carry-forwards	103,643	78,618	39,641	–	–	–
Inventories	3,256	5,170	–	–	–	(1,634)
Biological assets	–	–	–	(1)	(314)	(749)
Others	8,807	7,657	4,266	–	–	–
Deferred tax assets/(liabilities)	179,269	134,944	58,437	(79,462)	(49,733)	(12,372)
Set off of tax	(78,370)	(48,641)	(11,280)	78,370	48,641	11,280
Deferred Taxes	100,899	86,303	47,157	(1,092)	(1,092)	(1,092)

**see Note 3.6*

Movements in deferred tax assets and deferred tax liabilities of the Group during the period are as follows:

	At 1 May 2015 US$'000 (As restated*)	**Recognised in profit or loss US$'000 (Note 28)**	**Recognised in other comprehen-sive income US$'000**	**Currency realignment US$'000**	**At 30 April 2016 US$'000**
30 April 2016					
Provisions	4,162	2,681	–	(168)	6,675
Employee benefits	32,013	4,061	7,647	(236)	43,485
Property, plant and equipment - net	(29,025)	(4,256)	(1,504)	118	(34,667)
Intangible assets and goodwill	(20,394)	(24,400)	–	–	(44,794)
Effective portion of changes in fair value of cash flow hedges	7,324	1,989	4,090	–	13,403
Tax loss carry-forwards	78,618	25,030	–	(5)	103,643
Inventories	5,170	(1,914)	–	–	3,256
Biological assets	(314)	230	–	83	(1)
Others	7,657	1,169	–	(19)	8,807
	85,211	4,590	10,233	(227)	99,807

**see Note 3.6*

10. Deferred tax (cont'd)

	At 1 May 2014 US$'000 (As restated*)	Recognised in profit or loss US$'000 (Note 28) (As restated*)	Recognised in other com-prehensive income US$'000	Deconsolida-tion of a subsidiary US$'000	Currency realignment US$'000	At 30 April 2015 US$'000
30 April 2015						
Provisions	3,784	310	–	–	68	4,162
Employee benefits	9,086	14,118	8,806	–	3	32,013
Property, plant and equipment - net	(5,596)	(22,578)	–	(830)	(21)	(29,025)
Intangible assets and goodwill	(4,393)	(16,001)	–	–	–	(20,394)
Effective portion of changes in fair value of cash flow hedges	1,660	(580)	6,244	–	–	7,324
Tax loss carry-forwards	39,641	38,977	–	–	–	78,618
Inventories	(1,634)	6,800	–	–	4	5,170
Biological assets	(749)	431	–	–	4	(314)
Others	4,266	3,629	–	(194)	(44)	7,657
	46,065	25,106	15,050	(1,024)	14	85,211

**see Note 3.6*

	At 1 January 2014 US$'000	Acquisi-tion of the Business US$'000 (Note 5)	Re-cognised in profit or loss US$'000 (Note 28) (As restated*)	Re-cognised in other com-prehensive income US$'000	Finalisa-tion of Purchase Price Allocation US$'000 (Note 5)	Currency re-alignment US$'000	At 30 April 2014 US$'000 (As restated*)
30 April 2014							
Deferred tax assets							
Provisions	11,369	–	(7,572)	–	–	(13)	3,784
Employee benefits	562	5,092	2,242	1,192	–	(2)	9,086
Property, plant and equipment - net	(2,360)	784	(2,988)	–	(1,048)	16	(5,596)
Intangible assets and goodwill	–	–	(4,393)	–	–	–	(4,393)
Effective portion of changes in fair value of cash flow hedges	–	–	–	1,660	–	–	1,660
Tax loss carry-forwards	–	–	39,641	–	–	–	39,641
Inventories	1,110	–	(2,744)	–	–	–	(1,634)
Biological assets	(1,006)	–	253	–	–	4	(749)
Others	886	2,658	763	–	–	(41)	4,266
	10,561	8,534	25,202	2,852	(1,048)	(36)	46,065

**see Note 3.6*

10. Deferred tax (cont'd)

The total amount of potential income tax consequences that would arise from the payment of dividends by a subsidiary to the Company, on the total retained earnings as at 30 April 2016, is approximately US$6.8 million (30 April 2015: US$8.9 million, 30 April 2014: US$6.0 million).

No provision has been made in respect of this potential income tax as it is the Company's intention to reinvest these reserves and not to distribute them as dividends.

Sources of estimation uncertainty

As at 30 April 2016, deferred tax assets amounting to US$103.7 million (30 April 2015: US$78.6 million, 1 May 2014: US$39.6 million) of DMFI have been recognised in respect of the tax loss carry forwards because management assessed that it is probable that future taxable profit, will be available against which DMFI can utilise these benefits. DMFI incurred operating loss in the prior years. Management expects profitable growth coming from revenue strategies and cost efficiencies in the future. To the extent that profitable growth does not materialise in the future periods, deferred tax assets of US$170.3 million may not be realised. The net operating loss carry forward maybe realised up to a 20-year period from the year the loss was incurred.

11. Other noncurrent assets

	Group		
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Advances to growers	10,342	9,333	7,691
Advance rentals and deposits	6,628	7,424	5,271
Excess insurance	4,500	7,083	5,843
Land expansion (development costs of acquired leased areas)	2,171	2,404	2,229
Prepayments	1,273	2,423	1,621
Others	1,027	318	1,033
	25,941	28,985	23,688

Excess insurance relate mainly to reimbursements from insurers to cover the workers' compensation (Note 21).

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 or lease term, whichever is shorter.

Others comprise land development costs incurred on leased land used for the cultivation of growing crops. These costs are amortised over a period of 10 years or remaining life of leasehold improvements, whichever is shorter.

12. Biological assets

	Group 30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Livestock (at cost)			
At beginning of the year/period	1,446	1,613	1,685
Purchases of livestock	525	568	191
Sales of livestock	(451)	(736)	(257)
Currency realignment	(73)	1	(6)
At end of the year/period	1,447	1,446	1,613
Growing crops (at cost)			
At beginning of the year /period	127,194	118,310	111,489
Additions	86,327	90,891	27,370
Harvested	(83,092)	(82,107)	(20,202)
Currency realignment	(6,414)	100	(347)
At end of the year /period	124,015	127,194	118,310

	Group 30 April 2016 US$'000	30 April 2015 US$'000 (As restated)	1 May 2014 US$'000 (As restated)
Current	87,994	87,034	82,461
Noncurrent	37,468	41,606	37,462
Totals	125,462	128,640	119,923

	Note	Group 30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Fair value of agricultural produce harvested recognised under inventories	35	98,412	94,600	21,800

Growing crops

	Group 30 April 2016	30 April 2015	1 May 2014
Hectares planted with growing crops			
− Pineapples	15,822	15,227	14,922
− Papaya	205	194	211
Fruits harvested from the growing crops: (in metric tons)			
− Pineapples	622,842	675,584	170,561
− Papaya	4,903	8,187	1,613

12. Biological assets (cont'd)

Growing crops

Growing crops is stated at cost which comprises actual costs incurred in nurturing the crops reduced by the estimated cost of fruits harvested. The cost of fruits harvested from the Group's plant crops and subsequently used in production is the estimated cost of the actual volume of fruits harvested in a given period. An estimated cost is necessary since the growth cycle of the plant crops is beyond twelve months, hence actual growing costs are not yet known as of reporting date. The estimated cost is developed by allocating estimated growing costs for the estimated growth cycle of two to three years over the estimated harvests to be made during the life cycle of the plant crops. Estimated growing costs are affected by inflation and foreign exchange rates, volume and labour requirements. Estimated harvest is affected by natural phenomenon such as weather patterns and volume of rainfall. Field performance and market demand also affect the level of estimated harvests. The Group reviews and monitors the estimated cost of harvested fruits regularly.

Livestock

Livestock comprises growing herd and cattle for slaughter and is stated at fair value. The fair value is determined based on the actual selling prices approximating those at year end less estimated point-of-sale costs.

Risk Management strategy related to agricultural activities

(i) *Regulatory and environmental risks*

The Group is subject to laws and regulations in the Philippines in which it operates its agricultural activities. The Group has established environmental policies and procedures aimed at compliance with local environmental and other laws.

(ii) *Supply and demand risks*

The Group is exposed to risks arising from fluctuations in the price and sales volume of pineapples and papayas. When possible, the Group manages this risk by aligning its harvest volume to market supply and demand. Management performs regular industry trend analyses for projected harvest volumes and pricing.

(iii) *Climate and other risks*

The Group's pineapple plantations are exposed to the risk of damage from climate changes, diseases, forest fires, flood, and other natural forces. To manage these risks, the Group develops and executes a long-term strategic plan and annual operating plan, supported by a contingency plan and risk management measures ensuring business continuity should there be a natural catastrophes. The Group is also insured against natural disasters such as floods and earthquakes.

12. Biological assets (cont'd)

Source of estimation uncertainty

The fair values of pineapple fruits are based on the most reliable estimate of market prices, in both local and international markets at the point of harvest, as determined by the Group. The market price is derived from average sales price of the processed product adjusted for margin and associated costs related to production. The estimated margin and associated costs of production are affected by inflation, foreign exchange rates, commodities prices and available supply. Changes in these factors will affect the estimates in the determination of fair values of harvested crops. The Group reviews and monitors these estimates regularly and for the financial year 2016, the non-current portion of Expenditure Future Crop was reclassified as non-current asset. The reclassification was applied retrospectively.

The valuation techniques and significant unobservable inputs used in determining the fair value of these biological assets are discussed in Note 35.

13. Inventories

		Group	
	30 April 2016 US$'000	**30 April 2015 US$'000 (As restated*)**	**1 May 2014 US$'000 (As restated*)**
Finished goods			
- at cost	644,667	534,709	596,298
- at net realisable value	12,843	10,372	20,579
Semi-finished goods			
- at cost	327	759	866
- at net realisable value	11,292	10,682	10,354
Raw materials and packaging supplies			
- at net realisable value	176,104	193,027	180,574
	845,233	749,549	808,671

**see Note 3.6*

Inventories recognised as an expense in cost of sales amounted to US$1,316.5 million for the year ended 30 April 2016 (30 April 2015: US$1,267.9 million, four months ended 30 April 2014: US$199.1 million) (Note26).

Inventories are stated after allowance for inventory obsolescence. Movements in the allowance for inventory obsolescence during the year/period are as follows:

			Group	
	Note	**30 April 2016 US$'000**	**30 April 2015 US$'000**	**1 May 2014 US$'000**
At beginning of the year/period		11,701	7,982	7,868
Allowance for the year/period	26	2,926	5,992	2,650
Write-off against allowance		(1,508)	(2,279)	(2,516)
Currency realignment		(404)	6	(20)
At end of the year/period		12,715	11,701	7,982

13. Inventories (cont'd)

The allowance for inventory obsolescence recognised during the period is included in “Cost of sales”.

Source of estimation uncertainty

The Group recognises allowance on inventory obsolescence when inventory items are identified as obsolete. Obsolescence is based on the physical and internal condition of inventory items. Obsolescence is also established when inventory items are no longer marketable. Obsolete goods when identified are charged to income statement and are written off. In addition to an allowance for specifically identified obsolete inventory, estimation is made on a group basis based on the age of the inventory items. The Group believes such estimates represent a fair charge of the level of inventory obsolescence in a given year. The Group reviews on a monthly basis the condition of its inventory. The assessment of the condition of the inventory either increases or decreases the expenses or total inventory.

Estimates of net realisable value are based on the most reliable evidence available at the time the estimates are made of the amount the inventories expected to be realised. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after reporting date to the extent that such events confirm conditions existing at the reporting date. The Group reviews on a continuous basis the product movement, changes in customer demands and introductions of new products to identify inventories which are to be written down to the net realisable values. The write-down of inventories is reviewed periodically to reflect the accurate valuation in the financial records. An increase in write-down of inventories would increase the recorded cost of sales and operating expenses and decrease current assets.

14. Trade and other receivables

	<------------- Group	------------->		<------------ Company	----------->	
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**	**30 April 2016 US$'000**	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Trade receivables	152,936	177,677	156,149	–	–	–
Non trade receivables	22,677	9,495	16,371	2	–	–
Amounts due from joint venture (non-trade)	6,013	6,013	–	6,013	6,013	–
Amounts due from subsidiaries (non-trade)	–	–	–	139,225	99,710	104,512
Allowance for doubtful accounts – trade	(1,640)	(2,643)	(7,428)	–	–	–
Allowance for doubtful accounts - nontrade	(4,454)	(6,140)	(6,224)	–	–	–
Trade and other receivables	175,532	184,402	158,868	145,240	105,723	104,512

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.

14. Trade and other receivables (cont'd)

The ageing of trade and non-trade receivables at the reporting date is:

	Group			
	Gross		Impairment losses	
At 30 April 2016	**Trade US$'000**	**Non trade US$'000**	**Trade US$'000**	**Non trade US$'000**
Not past due	97,404	13,967	–	–
Past due 0 - 60 days	35,835	846	–	–
Past due 61 - 90 days	3,825	799	–	–
Past due 91 - 120 days	3,688	122	–	–
More than 120 days	12,184	6,943	(1,640)	(4,454)
	152,936	22,677	(1,640)	(4,454)

	Group			
	Gross		Impairment losses	
At 30 April 2015	**Trade US$'000**	**Non trade US$'000**	**Trade US$'000**	**Non trade US$'000**
Not past due	123,528	2,523	–	–
Past due 0 - 60 days	31,685	169	–	–
Past due 61 - 90 days	4,166	57	(26)	–
Past due 91 - 120 days	7,310	32	–	–
More than 120 days	10,988	6,714	(2,617)	(6,140)
	177,677	9,495	(2,643)	(6,140)

	Group			
	Gross		Impairment losses	
At 1 May 2014	**Trade US$'000**	**Non trade US$'000**	**Trade US$'000**	**Non trade US$'000**
Not past due	114,736	9,133	–	(459)
Past due 0 - 60 days	27,814	181	(197)	–
Past due 61 - 90 days	1,421	122	–	–
Past due 91 - 120 days	271	55	(3)	–
More than 120 days	11,907	6,880	(7,228)	(5,765)
	156,149	16,371	(7,428)	(6,224)

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.

Movements in allowance for impairment during the year/period are as follows:

			Group	
	Note	**Trade US$'000**	**Nontrade US$'000**	**Total US$'000**
At 1 May 2015		2,643	6,140	8,783
Allowance reversed	26	(707)	(648)	(1,355)
Write-off against allowance		(263)	(938)	(1,201)
Currency realignment		(33)	(100)	(133)
At 30 April 2016		1,640	4,454	6,094

14. Trade and other receivables (cont'd)

	Note	Trade US$'000	Group Nontrade US$'000	Total US$'000
At 1 May 2014		7,428	6,224	13,652
Allowance reversed	26	(4,652)	(81)	(4,733)
Write-off against allowance		(144)	(4)	(148)
Currency realignment		11	1	12
At 30 April 2015		2,643	6,140	8,783

	Note	Trade US$'000	Group Nontrade US$'000	Total US$'000
At 1 January 2014		6,511	5,515	12,026
Allowance recognised	26	1,220	714	1,934
Write-off against allowance		(282)	–	(282)
Currency realignment		(21)	(5)	(26)
At 30 April 2014		7,428	6,224	13,652

Allowance for doubtful accounts are based on specific and collective assessment by the Company.

Source of estimation uncertainty

The Group maintains allowance for impairment of accounts receivables at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by the Group on the basis of factors that affect the collectability of the accounts. These factors include, but are not limited to, the length of the Group's relationship with debtors, their payment behaviour and known market factors. The Group reviews the age and status of receivables, and identifies accounts that are to be provided with allowance on a continuous basis. The amount and timing of recorded expenses for any period would differ if the Group made different judgement or utilised different estimates. An increase in the Group's allowance for impairment would increase the Group's recorded operating expenses and decrease current assets.

15. Prepaid expense and other current assets

		<------------- Group --------->			<----------- Company ------->		
	Note	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Prepaid expenses		24,397	23,375	40,046	257	137	43
Downpayment to contractors and suppliers		9,025	15,677	17,342	–	–	–
Derivative asset	34	1,473	818	–	–	–	–
Others		702	–	–	–	–	–
		35,597	39,870	57,388	257	137	43

15. Prepaid expense and other current assets (cont'd)

Prepaid expenses consist of advance payments for insurance, advertising, rent and taxes, among others.

16. Cash and cash equivalents

	<------------- Group	--------->		<----------- Company	------->	
	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Cash on hand	50	47	50	–	–	–
Cash in bank	47,153	34,223	28,351	361	6,126	232
Marketable security	–	1,348	–	–	–	–
Cash and cash equivalents	47,203	35,618	28,401	361	6,126	232

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% per annum.

17. Noncurrent assets held for sale

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

The Group recognised impairment loss on assets held for sale amounting to US$1.7 million in 2016 (Note 26). There is no cumulative income or expense included in other comprehensive income relating to the assets held for sale.

18. Share capital

	Company					
	30 April 2016		30 April 2015		1 May 2014	
	No. of shares ('000)	US$'000	No. of shares ('000)	US$'000	No. of shares ('000)	US$'000
Authorised:						
Ordinary shares of US$0.01 each	3,000,000	30,000	3,000,000	30,000	3,000,000	30,000
Preference shares of US$1.00 each	600,000	600,000	600,000	600,000	600,000	600,000
	3,600,000	630,000	3,600,000	630,000	3,600,000	630,000
Issued and fully paid:						
Ordinary shares of US$0.01 each	1,944,936	19,449	1,944,936	19,449	1,297,500	12,975

18. Share capital (cont'd)

Reconciliation of number of outstanding ordinary shares in issue:

	Company		
	Year ended 30 April 2016 ('000)	**Year ended 30 April 2015 ('000)**	**Four months ending 1 May 2014 ('000)**
At beginning of the year/period	1,944,035	1,296,600	1,296,600
Acquisition of own shares	(821)	–	–
Issued for cash	–	647,435	–
At end of the year/period	1,943,214	1,944,035	1,296,600

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.

On 30 October 2014, the Company had additional ordinary shares listed and traded on the Philippine Stock Exchange. The Company had offered and sold by way of primary offer, 5,500,000 shares at an offer price of 17.00 Philippine pesos (Php) per share.

In March 2015, the Company issued 641,935,335 shares at an exercise price of S$0.325 or Php10.60 for each share in Singapore and the Philippines, respectively.

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, retained earnings and total reserves as presented in the statements of financial position. 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. Retained Earnings and Reserves

Retained earnings

Appropriated

On 12 December 2013, the BOD of DMPI approved the appropriation of US$6.0 million to fund various long planned capital expenditures, specifically for the construction of facilities, line expansion, acquisition of spare parts and vehicles, and recondition and overhaul of equipment commencing on various dates in 2013.

On 18 March 2016, the BOD of DMPI approved appropriation of retained earnings amounting to US$41.8 million to fund long-range plan capital expenditure requirements, provided, that the specific projects will be subject to prior approval of DMPI's BOD.

As at 30 April 2016, the total appropriation of retained earnings amounted to US$181.3 million (30 April 2015: US$147.1 million). This is intended to fund the Company's various long range plan capital expenditure requirements majority of which can be completed by year 2021, provided that, the specific projects for which the appropriation will be expended is still subject to prior approval of the Board.

Unappropriated

The retained earnings is restricted for the payment of dividends to the extent representing the accumulated equity in net earnings of the subsidiaries and unrealised asset revaluation reserve. The accumulated equity in net earnings of the subsidiaries is not available for dividend distribution until such time that the Company receives the dividends from the subsidiaries.

Reserves

	<------------ Group ----------->			<--------- Company --------->		
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**	**30 April 2016 US$'000**	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Share premium	214,843	214,843	69,205	214,982	214,982	69,344
Translation reserve	(59,813)	(46,335)	(44,867)	(59,813)	(46,335)	(44,867)
Revaluation reserve	8,002	9,506	9,506	8,002	9,506	9,506
Remeasurement of retirement plan	(10,833)	(17,231)	(4,370)	(10,833)	(17,231)	(4,370)
Hedging reserve	(17,502)	(11,722)	(2,422)	(17,502)	(11,722)	(2,422)
Share option reserve	1,031	318	174	1,031	318	174
Reserve for own shares	(802)	(629)	(629)	(802)	(629)	(629)
	134,926	148,750	26,597	135,065	148,889	26,736

Under the British Virgin Islands law in whose jurisdiction the Company operates, the Company's share premium and retained earnings form part of the Company's surplus account that may be available for dividend distribution. The Group's share premium is shown net of a merger deficit of US$0.14 million, which arose from the acquisition of a subsidiary, Del Monte Pacific Resources Limited, under common control in 1999.

19. Retained Earnings and Reserves (cont'd)

The share premium account includes any premium received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from the share premium account, net of any related income tax effects.

The translation reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations.

The revaluation reserve relates to surplus on the revaluation of freehold land of the Group.

The remeasurement of retirement plan relates to the actuarial gains and losses for the defined benefit plans.

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition in profit or loss as the hedged cash flows affect profit or loss (Note 21).

The share option reserve comprises the cumulative value of employee services received for the issue of share options.

The reserve for the Company's own shares comprises the cost of the Company's shares held by the Group. At 30 April 2016, the Group held 1,721,000 (30 April 2015: 900,000, 1 May 2014: 900,000) of the Company's shares.

20. Loans and borrowings

	Group			Company		
	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Current liabilities						
Unsecured bank loans	501,481	347,180	807,271	348,630	102,630	602,491
Secured bank loans	225,879	98,362	112,308	–	–	–
	727,360	445,542	919,579	348,630	102,630	602,491
Non-current liabilities						
Unsecured bank loans	193,224	348,250	11,225	129,234	348,250	–
Secured bank loans	923,198	924,695	923,160	–	–	–
	1,116,422	1,272,945	934,385	129,234	348,250	–
	1,843,782	1,718,487	1,853,964	477,864	450,880	602,491

20. Loans and borrowings (cont'd)

Terms and debt repayment schedule

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

	Currency	Nominal interest rate % p. a.	Year of maturity	30 April 2016 Face value US$'000	30 April 2016 Carrying amount US$'000	30 April 2015 Face value US$'000	30 April 2015 Carrying amount US$'000	1 May 2014 Face value US$'000	1 May 2014 Carrying amount US$'000
Group									
Unsecured bank loans	PHP	2.30-4.50	2016-2020	97,697	97,697	110,984	110,984	80,473	80,473
Unsecured bank loans	BSF	9.00	2015	–	–	–	–	1,400	1,709
Unsecured bank loans	USD	1.15-2.50	2016	119,145	119,145	133,566	133,566	122,597	122,597
Unsecured bridging loans	USD	2.13-4.50	2020	130,000	129,234	104,000	102,630	605,000	602,492
Unsecured bank loan	PHP	3-Mos PDSTF + 1/95 (GRT)	2015	–	–	–	–	11,225	11,225
Unsecured bank loan	USD	90 days libor + 3.25	2017	350,000	348,630	350,000	348,249	–	–
Secured bank loan under ABL Credit Agreement	USD	Libor rate + 2% to 4.25%	2016	225,442	221,971	99,000	94,488	109,000	103,693
Secured First lien term loan	USD	Higher of Libor +3.25% or 4.25%	2016-2021	694,025	677,220	701,125	680,588	710,000	685,602
Secured Second lien term Loan	USD	Higher of Libor + 7.25% or 8.25%	2021	260,000	249,885	260,000	247,982	260,000	246,173
				1,876,309	1,843,782	1,758,675	1,718,487	1,899,695	1,853,964

	Currency	Nominal interest rate % p.a.	Year of maturity	30 April 2016 Face value US$'000	30 April 2016 Carrying amount US$'000	30 April 2015 Face value US$'000	30 April 2015 Carrying amount US$'000	1 May 2014 Face value US$'000	1 May 2014 Carrying amount US$'000
Company									
Unsecured bridging loans	USD	1.50-4.00	2017 to 2020	480,000	477,864	454,000	450,880	605,000	602,491

PDSTF – Philippine Dealing System Treasury Fixing Rate
GRT – Gross Receipt Tax

The unsecured bridging loans of US$454.0 million as at 30 April 2015 (1 May 2014: US$605.0 million) were obtained by the Company to finance the Acquisition (Note 5) and its related costs.

20. Loans and borrowings (cont'd)

Long Term Borrowings

Long Term Borrowings	Principal Amount (In '000)	Interest Rate % p.a.	Year of Maturity	Payment Terms (e.g. annually, quarterly, etc.)	Interest already paid 1 May 2015 to 30 April 2016 (In '000)
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 30,167
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 21,748
BDO bridging facility	USD 350,000	90d Libor + 3.5% margin	2017	Quarterly interest payment and principal on maturity date.	USD 13,145
BDO Long-Term Loan	USD 30,000	4.50%	2020	Quarterly interest payment and principal on maturity date.	USD 949
BDO Long-Term Loan	USD 100,000	4.50%	2020	Quarterly interest payment and principal on maturity date.	USD 3,425
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 91,219

The balance of unamortised debt issuance cost follows:

		Group			Company		
	Note	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000
Beginning of year/period		40,188	45,731	44,780	3,120	2,509	–
Additions		1,114	4,767	2,897	900	4,387	3,205
Amortisation	27	(8,775)	(10,310)	(1,946)	(1,884)	(3,776)	(696)
End of year/period		32,527	40,188	45,731	2,136	3,120	2,509

Secured Term Loan Credit Agreements

The Group is a party to a First Lien term loan credit agreement and a Second Lien term loan credit agreement (the "Term Loan Credit Agreements") with the lenders party thereto, Citibank, N.A., as administrative agent and collateral agent, and the other agents named therein, that provided for a US$710.0 million First Lien Term Loan and a US$260.0 million Second Lien Term Loan with terms of seven years and seven years plus six months, respectively.

20. Loans and borrowings (cont'd)

Secured Term Loan Credit Agreements (cont'd)

Interest Rates. Loans under the First and Second Lien Term Loans bear interest at a rate equal to an applicable margin, plus, at the Group's option, either (i) a LIBOR rate (with a floor of 1.00%) or (ii) a base rate (with a floor of 2.00%) equal to the highest of (a) the federal funds rate plus 0.50%, (b) CitiBank, N.A.'s "prime commercial rate" and (c) the one-month LIBOR Quoted Rate plus 1.00%. As of 30 April 2016, the interest rate for First Lien Term Loans is 4.25% (30 April 2015: 4.25%) and the interest rate for Second Lien Term Loans is 8.25% (30 April 2015: 8.25%).

Principal Payments. The First Lien Term Loan generally requires quarterly scheduled principal payments of 0.25% of the outstanding principal per quarter from 30 April 2014 to 31 January 2021. The balance is due in full on the maturity date of 18 February 2021. Scheduled principal payments with respect to the First Lien Term Loan are subject to reduction following any mandatory or voluntary prepayments on terms and conditions set forth in the First Lien Term Loan Credit Agreement.

The Second Lien Term Loan is due in full at its maturity date of 18 August 2021.

The Term Loan Credit Agreements also require the Group to prepay outstanding loans under the First Lien Term Loan and the Second Lien Term Loan, subject to certain exceptions, with, among other things:

- 50% (which percentage will be reduced to 25% if the leverage ratio is 4.0x or less and to 0% if the leverage ratio is 3.0x or less) of the annual excess cash flow, as defined in the First Lien Term Loan Credit Agreement;

- 100% of the net cash proceeds of certain casualty events and non-ordinary course asset sales or other dispositions of property for a purchase price above US$2.0 million, in each case, subject to the Group's right to reinvest the proceeds; and

- 100% of the net cash proceeds of any incurrence of debt, other than proceeds from debt permitted under the First Lien Term Loan Credit Agreement.

Ability to Incur Additional Indebtedness. The Group has the right to request an additional US$100 million plus an additional amount of secured indebtedness under the First Lien Term Loan and the Second Lien Term Loan. Lenders under this facility are under no obligation to provide any such additional loans, and any such borrowings will be subject to customary conditions precedent, including satisfaction of a prescribed leverage ratio, subject to the identification of willing lenders and other customary conditions precedent.

ABL Credit Agreement

The Group is a party to a credit agreement (the "ABL Credit Agreement") with Citibank, N.A., as administrative agent, and the other lenders and agents parties thereto, as amended, that provides for senior secured financing of up to US$442 million (with all related loan documents, and as amended from time to time, the ABL Facility) with a term of five years.

20. Loans and borrowings (cont'd)

ABL Credit Agreement (cont'd)

Interest Rates. Borrowings under the ABL Credit Agreement bear interest at an initial interest rate equal to an applicable margin, plus, at the Group's option, either (i) a LIBOR rate, or (ii) a base rate equal to the highest of (a) the federal funds rate plus 0.50%, (b) Citibank, N.A.'s "prime commercial rate" and (c) the one-month LIBOR rate plus 1.00%. The applicable margin with respect to LIBOR borrowings is currently 2.0% (and may increase to 2.25% depending on average excess availability) and with respect to base rate borrowings is currently 1.00% (and may increase to 1.25% depending on average excess availability).

Commitment Fees. In addition to paying interest on outstanding principal under the ABL Credit Agreement, the Group is required to pay a commitment fee that was initially 0.375% per annum in respect of the unutilised commitments thereunder. The commitment fee rate from time to time is 0.375% or 0.25% depending on the amount of unused commitments under the ABL Credit Agreement for the prior fiscal quarter. The Group must also pay customary letter of credit fees between 1.75% to 2.25% based on average excess availability, and fronting fees equal to 0.125% of the face amount for each letter of credit issued.

Availability under the ABL Credit Agreement. Availability under the ABL Credit Agreement is subject to a borrowing base. The borrowing base, determined at the time of calculation, is an amount equal to: (a) 85% of eligible accounts receivable and (b) the lesser of (1) 75% of the net book value of eligible inventory and (2) 85% of the net orderly liquidation value of eligible inventory, of the Group at such time, less customary reserves. The ABL Credit Agreement will terminate, and the commitments thereunder will mature, on 18 February 2019. As of 30 April 2016, there were US$225.4 million (30 April 2015: US$99.0 million) of loans outstanding under the ABL Credit Agreement, the amount of letters of credit issued under the ABL Credit Agreement was US$11.4 million (30 April 2015: US$14.1 million) and the Group's net availability under the ABL Credit Agreement was US$201.8 million (30 April 2015: US$264.7 million). The interest rate on the ABL Credit Agreement was approximately 3.15% on 30 April 2016 (30 April 2015: 2.79%).

The ABL Credit Agreement includes a sub-limit for letters of credit and for borrowings on same-day notice, referred to as "swingline loans."

Ability to Incur Additional Indebtedness. The commitments under the ABL Facility may be increased, subject only to the consent of the new or existing lenders providing such increases, such that the aggregate principal amount of commitments does not exceed US$442 million. The lenders under this facility are under no obligation to provide any such additional commitments, and any increase in commitments will be subject to customary conditions precedent. Notwithstanding any such increase in the facility size, the Group's ability to borrow under the facility will remain limited at all times by the borrowing base (to the extent the borrowing base is less than the commitments).

Guarantee of Obligations under the Term Loan Credit Agreements and the ABL Credit Agreement

All obligations of the Group under the *Term Loan Credit Agreements and the ABL Credit Agreement* are unconditionally guaranteed by the Company and by substantially all existing and future, direct and indirect, wholly owned material restricted domestic subsidiaries of the Group, subject to certain exceptions.

20. Loans and borrowings (cont'd)

Security Interests

Indebtedness under the First Lien Term Loan is generally secured by (i) a first priority pledge of all of the equity interests of the Group, (ii) a second priority lien on all ABL Priority Collateral of the Group and (iii) a first priority lien on substantially all other properties and assets of the Group. The Second Lien Term Loan is generally secured by (i) a second priority pledge of all of the equity interests of the Group, (ii) a third priority lien on all ABL Priority Collateral of the Group and (iii) a second priority lien on substantially all other properties and assets of the Group. The ABL Credit Agreement is generally secured by a first priority lien on the Group's inventories and accounts receivable and by a third priority lien on substantially all other assets.

Restrictive and Financial Covenants

The Term Loan Credit Agreements and the ABL Credit Agreement contain restrictive covenants that limit the Group's ability and the ability of its subsidiaries to take certain actions.

Term Loan Credit Agreement and ABL Credit Agreement Restrictive Covenants. The restrictive covenants in the Term Loan Credit Agreement and the ABL Credit Agreement include covenants limiting the Group's ability, and the ability of the Group's restricted subsidiaries, to incur additional indebtedness, create liens, engage in mergers or consolidations, sell or transfer assets, pay dividends and distributions or repurchase the Group's capital stock, make investments, loans or advances, prepay certain indebtedness, engage in certain transactions with affiliates, amend agreements governing certain subordinated indebtedness adverse to the lenders, and change the Group's lines of business.

Financial Maintenance Covenants. The Term Loan Credit Agreements and ABL Credit Agreement generally do not require that the Group comply with financial maintenance covenants. The ABL Credit Agreement, however, contains a financial covenant that applies if availability under the ABL Credit Agreement (US$201.8 million at 30 April 2016; US$264.7 million at 30 April 2015) falls below a certain level. As of 30 April 2016, the financial covenant was not applicable.

Effect of Restrictive and Financial Covenants. The restrictive and financial covenants in the Term Loan Credit Agreements and the ABL Credit Agreement may adversely affect the Group's ability to finance its future operations or capital needs or engage in other business activities that may be in its interest, such as acquisitions.

Unsecured Bank Loans

Certain unsecured bank loan agreements contain various affirmative and negative covenants that are typical of these types of facilities such as financial covenants relating to required debt-to-equity ratio, interest cover and maximum annual capital expenditure restrictions. These covenants include requirements for delivery of periodic financial information and restrictions and limitations on indebtedness, investments, acquisitions, guarantees, liens, asset sales, disposals, mergers, changes in business, dividends and other transfers.

The Group is compliant with its loan covenants as at 30 April 2016 and 2015.

21. Other noncurrent liabilities

	Group		
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Workers' compensation	30,969	32,101	30,921
Derivative liabilities	21,527	20,090	4,368
Deferred rental liabilities	5,173	5,823	7,466
Accrued lease liabilities	4,440	2,352	968
Other payables	477	797	3,157
	62,586	61,163	46,880

Workers' compensation are liabilities for wage replacement and medical benefits to employees injured in the course of employment in exchange for mandatory relinquishment of the employee's right to sue his or her employer for the tort of negligence.

Derivative liabilities

The Group uses interest rate swaps, commodity swaps and forward foreign currency contracts to hedge market risks relating to possible adverse changes in interest rates, commodity costs, transportation and foreign currency exchange rates. The Group continually monitors its positions and the credit rating of the counterparties involved to mitigate the amount of credit exposure to any one party.

As of 30 April 2016, the Group designated each of its derivative contracts as a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognised asset or liability ("cash flow hedge"). The following cash flow hedges were outstanding for the Group:

		Group		
	Note	**30 April 2016 US$'000**	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Interest rate swap valuation	33	(35,115)	(20,090)	(4,368)
Peso FX contracts	33	1,473	(1,003)	–
Commodity contracts	33	(1,630)	818	–
Total		(35,272)	(20,275)	(4,368)
Included in :				
Prepaid expense and other current assets	15	1,473	818	–
Trade and other payables	24	(15,218)	(1,003)	–
Other noncurrent liabilities		(21,527)	(20,090)	(4,368)
		(35,272)	(20,275)	(4,368)

22. Employee benefits

	Group		
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Net defined benefit asset	–	–	10,673
Total employee benefit asset (non-current)	–	–	10,673
Post-retirement benefit obligation	41,908	94,643	88,506
Executive Retirement Plan	9,758	11,147	10,971
Cash incentive award	1,773	–	–
Short-term employee benefits	19,389	35,360	20,582
Other plans	7,732	4,280	3,124
Net defined benefit liability	50,209	26,849	9,498
Total net defined benefit liability	130,769	172,279	132,681
Current	33,651	43,080	33,621
Non-Current	97,118	129,199	99,060
	130,769	172,279	132,681

The Group contributes to the following post-employment defined benefit plans:

The DMPI Plan

DMPI has a funded defined benefit plan wherein starting on the date of membership of an employee in the DMPI Plan, DMPI contribute to the retirement fund 7.00% of the member's salary as defined every month. In addition, DMPI contributes periodically to the fund the amounts which shall be required, if any, to meet the guaranteed minimum benefit provision of the plan. Such contributions shall not be allocated nor credited to the individual accounts of the members, but shall be retained in a separate account to be used in cases where guaranteed minimum benefit applies.

Benefits are based on the total amount of contributions and earnings credited to the personal retirement account of the plan member at the time of separation or the 125% of the final basis salary multiplied by the number of credited years of service under the plan, whichever is higher. The manner of payment is lump sum, payable on retirement. DMPI's annual contribution to the pension plan consists of payments covering the current service cost for the year plus payments towards funding the actuarial accrued liability, if any.

DMPI expects to pay US$3.1 million in contributions to the pension plan in fiscal year 2017.

22. Employee benefits (cont'd)

<u>The DMFI Plan</u>

The Company sponsors a qualified defined benefit pension plan (the "DMFI Plan") and several unfunded defined benefit post-retirement plans providing certain medical, dental, and life insurance benefits to eligible retired, salaried, non-union hourly and union employees. The DMFI Plan comprises of two parts:

The first part is a cash balance plan which provides benefits for eligible salaried employees and provides that a participant's benefit derives from the accumulation of monthly compensation and interest credits. Compensation credits are calculated based upon the participant's eligible compensation and age each month. Interest credits are calculated each month by applying an interest factor to the previous month's ending balance. Participants may elect to receive their benefit in the form of an annuity or a lump sum.

The second part is an arrangement which provides for grandfathered and suspended hourly participants a traditional pension benefit based upon service, final average compensation and age at termination. This plan was frozen since 31 December 1995, which the active participation of certain participants was grandfathered and the active participation of other participants was suspended.

DMFI currently meets and plans to continue to meet the minimum funding levels required under local legislation, which imposes certain consequences on DMFI's defined benefit plan if it does not meet the minimum funding levels. DMFI has not made any contributions during the year.

DMFI expects to contribute US$8.0 million in 2017.

Changes in Assumptions and Methods since Last Actuarial Valuation

The mortality assumption was changed from RP-2014 non-annuitant tables projected with MP-2014 generational improvements in mortality, distinguished by sex, to "RP-2015" (2006 rates of the RP-2014 table with generational projection of improvements in mortality from 2006 to 2015 based on MP-2015) non-annuitant tables projected with MP-2015 generation improvements in mortality, distinguished by sex.

The termination and retirement rate assumptions were updated based on an experience study reflecting actual experience from 2010 to 2014 for the Legacy DMRPHE.

The discount rate of 3.50% was developed using Willis Towers Watson's BOND:Link and using the plans projected cash flows.

The compensation increase assumption was reduced from 4.00% to 3.00% based on future expectations.

22. Employee benefits (cont'd)

Movement in net defined benefit liability (asset)

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit liability (asset) and its components:

	Defined benefit obligation			Fair value of plan assets			Net defined benefit liability/(asset)		
	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Group									
Balance, Beginning	515,041	482,221	42,275	(393,549)	(394,890)	(40,399)	121,492	87,331	1,876
Included in profit or loss									
Current service cost	10,120	10,444	2,266	–	–	–	10,120	10,444	2,266
Plan administration cost	–	–	–	–	514	–	–	514	–
Interest cost/ (income)	20,876	21,192	4,752	(15,773)	(17,226)	(3,923)	5,103	3,966	829
Past service cost (plan amendments)	(40,470)	–	–	–	–	–	(40,470)	–	–
Curtailment gain	(3,814)	–	–	–	–	–	(3,814)	–	–
Settlement loss	–	–	–	5,669	–	–	5,669	–	–
	501,753	513,857	49,293	(403,653)	(411,602)	(44,322)	98,100	102,255	4,971
Included in OCI									
Remeasurements loss/(gain)									
- Actuarial loss/(gain) arising from:									
- financial assumptions	(2,061)	11,973	4,532	–	–	–	(2,061)	11,973	4,532
- demographic assumptions	(6,183)	33,046	765	–	–	–	(6,183)	33,046	765
- experience adjustment	(4,486)	(7,657)	(2,755)	–	–	–	(4,486)	(7,657)	(2,755)
- Return on plan assets excluding interest income	–	–	–	16,227	(14,026)	2,138	16,227	(14,026)	2,138
- Effect of movements in exchange rates	(2,210)	12	(111)	1,693	(3)	149	(517)	9	38
	(14,940)	37,374	2,431	17,920	(14,029)	2,287	2,980	23,345	4,718
Others									
Additions through business combinations	–	–	435,127	–	–	(356,163)	–	–	78,964
Contributions paid into the plan	–	–	(465)	(5,979)	(4,108)	(1,322)	(5,979)	(4,108)	(1,787)
Benefits paid	(48,116)	(36,189)	(4,165)	45,132	36,189	4,630	(2,984)	–	465
	(48,116)	(36,189)	430,497	39,153	32,081	(352,855)	(8,963)	(4,108)	77,642
Balance at 30 April	438,697	515,042	482,221	(346,580)	(393,550)	(394,890)	92,117	121,492	87,331

22. Employee benefits (cont'd)

Represented by:

	Net defined benefit liability/(asset) 30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Net defined benefit asset	–	–	(10,673)
Post-retirement benefit obligation	41,908	94,643	88,506
Net defined benefit liability	50,209	26,849	9,498
	92,117	121,492	87,331

During fiscal year 2016, a change to the post-retirement benefits plan of certain non-union employees were made where current retiree medical and dental benefits were replaced for contributions to a health reimbursement arrangement (HRA) account. As a result of the plan amendment, the Group's defined benefit obligation decreased by US$39.4 million. A corresponding reduction against past service cost was recognised as part of "General and administrative expenses" account in the 2016 consolidated income statement.

During fiscal year 2015, the actuarial assumptions used in the pension valuation of the arrangements for a number of employees in the United States were adjusted to reflect longer lifespans of Americans. As a result of the change in these assumptions, the Group's defined benefit obligation increased by US$24.2 million. A corresponding remeasurement in retirement reserve was recognised in other comprehensive income during 2015.

Plan assets

Plan assets comprise:

	Group 30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Interest-bearing cash/bank deposits	3,622	7,495	4,971
Real estate	12,852	12,514	9,659
Common collective trust funds			
Fixed income	85,663	12,286	13,471
Equity fund	115,634	134,951	114,738
Mutual funds			
Equity fund	8,926	250	19,291
Debt instruments			
Corporate	40,238	47,373	50,265
Government	53,649	62,045	61,212
Others	6,388	10,519	9,030
Equity securities			
Quoted	3,237	87,302	54,206
Unquoted	–	426	441
Others	16,372	18,389	17,152
Total investments	346,581	393,550	354,436
Add: Residual fair value of plan assets to be transferred	–	–	40,454
Fair value of plan assets	346,581	393,550	394,890

22. Employee benefits (cont'd)

In accordance with the Purchase Agreement with the seller (Note 5), an initial transfer representing the fair value of plan assets related to the Consumer Food Business was completed in connection with the closing date of 18 February 2014. The fair value of plan assets includes the estimated residual fair value of plan assets to be transferred within 270 days after the acquisition date.

The BOD of DMFI reviews the level of funding required for the retirement fund. Such a review includes the asset-liability matching ("ALM") strategy and investment risk management policy. DMFI's ALM objective is to match maturities of the plan assets to the retirement benefit obligation as they fall due. The Group monitors how the duration and expected yield of the investments match the expected cash outflows arising from the retirement benefit obligation.

DMFI's investment objectives are to ensure that the assets of its qualified defined benefit plan are invested to provide an optimal rate of investment return on the total investment portfolio, consistent with the assumption of a reasonable risk level, and to ensure that pension funds are available to meet the plan's benefit obligations as they become due.

DMFI believes that a well-diversified investment portfolio, including both equity and fixed income components, will result in the highest attainable investment return with an acceptable level of overall risk. DMFI's investment policies and procedures are designed to ensure that the plan's investments are in compliance with the Employee Retirement Income Security Act ("ERISA").

Actuarial valuation

The funded obligations and plan assets are measured and valued with the advice of qualified actuary who carries out a full valuation annually. The last valuation of these obligations and plan was performed in April 2016 wherein the results of these valuations form the basis of the fair value of the funded obligations and plan assets as at 30 April 2016.

The principal actuarial assumptions used for accounting purposes expressed as weighted average were:

	<------------- DMFI ------------>			<------------- DMPI ------------>		
	30 April 2016	**30 April 2015**	**30 April 2014**	**30 April 2016**	**30 April 2015**	**30 April 2014**
Discount rate (per annum)	4.10% - 4.35%	4.50% - 4.75%	4.60% - 4.75%	5.23%	5.18%	5.27%
Future salary increases (per annum)	3.00% - 4.00%	3.00% - 4.00%	3.63% - 4.00%	6.80%	6.00%	6.00%
Current health care cost trend rate	7.60%/7.90%	7.80%/8.30%	7.80%/8.30%	–	–	–
Ultimate health care cost trend rate	4.00%	4.00%	4.00%	–	–	–

Since the defined benefit plans and other benefits liabilities are measured on a discounted basis, the discount rate is a significant assumption. The discount rate was determined based on an analysis of interest rates for high-quality, long-term corporate debt at each measurement date. In order to appropriately match the bond maturities with expected future cash payments, the Group utilised differing bond portfolios to estimate the discount rates for the defined benefits pension plans and for the postretirement benefits.

22. Employee benefits (cont'd)

The discount rate used to determine the defined benefit plans and for the postretirement benefits projected benefit obligation as of the balance sheet date is the rate in effect at the measurement date. The same rate is also used to determine the defined benefit pension plans and postretirement benefits for the following fiscal year. The long-term rate of return for defined benefits pension plans' assets is based on the Group's historical experience; the defined benefits pension plans' investment guidelines and the Group's expectations for long-term rates of return. The defined benefits pension plans' investment guidelines are established based upon an evaluation of market conditions, tolerance for risk and cash requirements for benefit payments.Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as follows.

As at 30 April 2016 and 2015, the weighted average duration of DMPI's defined benefit retirement obligation is 19.30 years and 18.26 years, respectively.

The projected future benefit payments for the DMPI plan are as follows:

	Normal Retirement	Other than Normal Retirement	Total
Less than one year	2,835	1,948	4,783
More than one year to five years	10,471	9,717	20,188
More than five years	89,146	79,345	168,761

The weighted average duration of DMFI's defined benefit retirement obligation for each year are as follows.

	Duration (years)		
	30 April 2016	30 April 2015	1 May 2014
Qualified retirement plan	9.8	9.0	8.3
Post-retirement benefits plan	12.3	14.0	12.6
Executive retirement plans	7.3 - 9.6	7.9 - 9.0	4.9 – 6.7

The projected future benefit payments for the DMFI plan are as follows:

	Normal Retirement	Other than Normal Retirement	Total
Less than one year	28,290	2,449	30,739
More than one year to five years	113,038	10,644	123,682
More than five years	130,627	13,445	144,072

The weighted-average asset allocation of the Group's pension plan assets and weighted-average target allocation as of the measurement date from date of incorporation is as follows:

	30 April 2016	Target Allocation Range
Equity securities	37%	31-51%
Debt securities	54%	42-64%
Other	9%	2-19%
Total	100%	

22. Employee benefits (cont'd)

	30 April 2015	Target Allocation Range
Equity securities	43%	31-51%
Debt securities	52%	42-64%
Other	5%	2-19%
Total	100%	

	1 May 2014	Target Allocation Range
Equity securities	43%	31-51%
Debt securities	52%	42-64%
Other	5%	2-19%
Total	100%	

The plan exposes the Group to market risk.

The BOD of DMFI approves the percentage of asset to be allocated for fixed income instruments and equities. The retirement plan has set maximum exposure limits for each type of permissible investments in marketable securities and deposit instruments. The BOD of DMFI may, from time to time, in the exercise of its reasonable discretion and taking into account existing investment opportunities, review and revise such allocation and limits.

Source of estimation uncertainty

Pension expense and pension assets/liabilities are determined using certain actuarial estimates and assumptions relating to the discount rate used in valuing the subsidiary's defined benefit obligations and future experiences such as the rate of return on plan assets, future salary increases, retirement date or age, mortality and turnover rate of covered employees. These estimates and assumptions directly influence the amount of the pension assets/liabilities and expense recognised in the financial statements.

Sensitivity analysis

The calculation of the defined benefit obligation is sensitive to the assumptions set out above. The following table summarises how the impact on the defined benefit obligation at the end of reporting period would have increased (decreased) as a result of a change in the respective assumptions by the respective percentages below.

Defined benefit obligation	<-----------------------------DMFI---------------------------->					
	2016		**2015**		**2014**	
	0.5% increase US$'000	0.5% decrease US$'000	0.5% increase US$'000	0.5% decrease US$'000	0.5% increase US$'000	0.5% decrease US$'000
Discount rate (per annum)	($16,802)	$18,411	($16,070)	$17,498	($13,672)	$14,781
Future salary increases (per annum)	$1,610	($1,569)	$1,426	($1,381)	$1,289	($1,246)

22. Employee benefits (cont'd)

Defined benefit obligation	<------------------------------DMPI---------------------------->					
	2016		**2015**		**2014**	
	1.0% increase US$'000	1.0% decrease US$'000	1.0% increase US$'000	1.0% decrease US$'000	1.0% increase US$'000	1.0% decrease US$'000
Discount rate (per annum)	(2,687)	2,967	(2,478)	2,892	(2,484)	2,871
Future salary increases (per annum)	1,371	(1,340)	2,663	(2,321)	2,579	(2,269)

The above sensitivities are based on the average duration of the benefit obligation determined at the date of the last full actuarial valuation at 30 April 2016 and are applied to adjust the defined benefit obligation at the end of the report period for the assumptions concerned. Whilst the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation to the sensitivity of the assumption shown.

Sensitivity analysis

Post-retirement benefit obligation

	2016		**2015**		**2014**	
	1.0% increase US$'000	1.0% decrease US$'000	1.0% increase US$'000	1.0% decrease US$'000	1.0% increase US$'000	1.0% decrease US$'000
Health care cost trend rates (per annum)	4,278	(3,525)	12,441	(10,128)	$10,359	($8,560)

Accumulated Postretirement Benefit Obligation

The Accumulated Postretirement Benefit Obligation is computed in accordance with IAS 19 Employee Benefits. This quantity is the actuarial present value of all benefits attributed under the Cost Method to service rendered prior to a particular date. Prior to an employee's full eligibility date, the accumulated postretirement benefit obligation as of a particular date for an employee is the portion of the expected postretirement benefit obligation attributed to that employee's service rendered to that date; on and after the full eligibility date, the accumulated and expected postretirement benefit obligations for an employee are the same.

Source of estimation uncertainty

Accumulated postretirement benefit obligation is determined using certain actuarial estimates and assumptions relating to the annual rate(s) of change in the cost of health care benefits currently provided by the postretirement benefit plans due to factors other than changes in the composition of the plan population by age and dependency status, for each year from the measurement date until the end of the period in which benefits are expected to be paid. These estimates and assumptions directly influence the amount of the pension assets/liabilities and expense recognised in the financial statements.

22. Employee benefits (cont'd)

Multi-employer plans

The Group participates in several multi-employer pension plans, which provide defined benefits to covered union employees. Contributions rates to the multi-employer plans are provided in the collective bargaining agreements for the covered union employees. The contribution rates are expressed in terms of specific amounts to be contributed based on hours worked by covered union employees.

The risks of participating in the multi-employer pension plans are as follows:

- assets contributed to the multi-employer plan by the Group may be used to provide benefits to employees of other participating employers;
- if a participating employer stops contributing to the plan, the unfunded obligations of the plan allocable to such withdrawing employer may be partially borne by the Group; and
- if the Group stops participating in some of its multi-employer pension plans, the Group may be required to pay those plans an amount based on its allocable share of the underfunded status of the plan, referred to as a withdrawal liability.

Defined Contribution Plans

The Group participates in two defined contribution plans. Group contributions to these defined contribution plans are based on employee contributions and compensation. The expense recognised under these plans for the year ended 30 April 2016 was US$3.8 million (30 April 2015: US$3.7 million).

Other plans

The Group has various other nonqualified retirement plans and supplemental retirement plans for executives, designed to provide benefits in excess of those otherwise permitted under the Group's qualified retirement plans. These plans are unfunded and comply with IRS rules for nonqualified plans. Remeasurements on retirement reserve related to certain of these plans are recognised as other comprehensive income.

23. Environmental remediation liabilities

	Note	Group 30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
At beginning of the year/period		4,580	4,241	–
Assumed through business combination	5	–	–	4,236
Provision made during the period	6	1,815	339	5
Provisions used during the period		(82)	–	–
At end of the year/period		6,313	4,580	4,241

Provision for environmental remediation relates to legal or constructive obligation of a subsidiary to make good and restore plant sites.

24. Trade and other payables

		<------------- Group ------------->			<------------- Company ------------>		
	Note	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Trade payables		167,197	191,085	126,948	–	–	–
Accrued operating expenses							
Advertising		23,405	16,566	33,191			
Professional fees		7,620	9,072	6,232	4,587	4,388	4,941
Taxes and insurance		6,146	1,213	505	–	–	–
Miscellaneous		44,438	70,578	53,749	–	–	–
Derivative liabilities	21	15,218	1,003	–	–	–	–
Accrued payroll expenses		6,875	38,122	3,178	3,359	–	–
Advances from customers		2,465	3,189	2,513	–	–	–
Withheld from employees (taxes and social security cost)		1,527	6,214	7,300	–	–	–
Other payables		6,152	2,012	3,551	351	226	–
Amounts due to subsidiaries (non-trade)		–	–	–	108,001	159,171	117,454
		281,043	339,054	237,167	116,298	163,785	122,395

The amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

Accrued miscellaneous include interest, freight and warehousing and customs and other importation incidental costs.

25. Revenue

Revenue of the Group comprises gross invoiced sales of goods, net of discounts and returns, and is recognised when goods are delivered, and title has passed to customers. All intra-group transactions have been excluded from Group revenue.

Revenue for fiscal year ended 30 April 2016 is net of discounts of US$85.2 million, returns of US$19.0 million and direct promotions of US$485.2 million. Revenue for fiscal year ended 30 April 2015 is net of discounts of US$83.3 million, returns of US$21.1 million and direct promotions of US$482.6 million.

26. Profit (loss) before taxation

Profit (loss) before taxation is arrived at after charging (crediting):

	Note	<--- Group ---> Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000	<--- Company ---> Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000
Allowance for inventory obsolescence	13	2,926	5,992	2,650	–	–	–
Impairment of (reversal of allowance for) trade and nontrade receivables	14	(1,355)	(4,733)	1,934	–	–	–
Amortisation of intangible assets	9	9,327	7,560	1,434	–	–	–
Audit fees							
- paid to the auditors of the Company*		339	322	246	339	302	246
- paid to other auditors		2,374	2,658	200	354	37	–
Changes in fair value of agricultural produce harvested and sold		22,060	15,456	3,161	–	–	–
Depreciation of property, plant and equipment	6	64,823	60,671	13,803	–	–	–
Loss on deconsolidation of a subsidiary	7	–	5,186	–	–	–	–
Loss on disposal of property, plant and equipment		1,052	1,278	41	–	–	–
Impairment loss (reversal of impairment) on property, plant and equipment	6	4,928	(508)	(172)	–	–	–
Inventories recognised as cost of sales	13	1,316,517	1,267,927	199,089	–	–	–
Professional expenses related to the Acquisition							
- paid to the auditors of the Company		–	–	546		–	–
Non-audit fees							
- paid to the auditors of the Company*		–	222	–	–	218	–
- paid to other auditors		579	590	8	99	–	–
Operating lease rentals	36	52,141	52,444	10,310	–	–	–
Impairment loss on noncurrent assets held for sale	17	1,659	–	–	–	–	–
Research and development expenses		12,615	13,077	2,886	–	–	–
Income from post-closing working capital amount	5	(38,000)	–	–	–	–	–
Bargain purchase on acquisition of Sager Creek	5	–	(26,568)	–	–	–	–
Acquisition-related costs pertaining to Consumer Food Business	5	–	2,200	33,400	–	–	–

**excludes professional expenses related to the Acquisition of Consumer Food Business*

26. Profit (loss) before taxation (cont'd)

Profit (loss) before taxation is arrived at after charging (crediting) (cont'd):

	Note	Group			Company		
		Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000
Staff costs							
Pension costs – defined benefit pension plan**		(23,392)	14,924	3,095	–	–	–
Pension costs – provident fund		5,131	5,114	404	–	–	–
Social security costs		20,471	16,853	2,231	–	–	–
Equity-settled share-based payment transactions	32	713	144	48	161	144	48
Wages and salaries		375,982	364,079	45,365	8,768	3,076	815

***includes effect of post-retirement medical plan amendment and enhanced early retirement program*

Other expenses not included above are advertising and marketing costs, freight, warehousing costs and others.

27. Net finance expense

	Note	Group			Company		
		Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000
Finance income							
Interest income from bank deposits		365	400	112	2	4	21
Foreign exchange gain		1,866	–	279	–	4	–
		2,231	400	391	2	8	21
Finance expense							
Interest expenses on bank loans		(89,843)	(84,347)	(16,284)	(19,809)	(21,518)	(4,878)
Amortisation of debt issue cost, discount	20	(8,775)	(10,310)	(1,946)	(1,884)	(3,776)	(696)
Foreign exchange loss		(963)	(5,204)	(17)	(10)	–	–
		(99,581)	(99,861)	(18,247)	(21,703)	(25,294)	(5,574)
Net finance expense		(97,350)	(99,461)	(17,856)	(21,701)	(25,286)	(5,553)

28. Tax expense (credit) - net

	Note	Group Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000 (As restated*)	Four months ended 30 April 2014 US$'000 (As restated*)
Current tax expense				
- current year		12,729	7,189	820
Deferred tax credit				
- origination and reversal of temporary differences	10	(4,590)	(25,106)	(25,202)
		8,139	(17,917)	(24,382)
Reconciliation of effective tax rate				
Profit (loss) before taxation		62,671	(66,912)	(74,229)
Taxation on profit at weighted average of the applicable tax rates		18,600	(23,452)	(25,025)
Non-deductible expenses		(10,461)	5,535	643
		8,139	(17,917)	(24,382)

** see Note 3.6*

	Group Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000
Applicable tax rates			
- Philippines (non-PEZA)	30%	30%	30%
- Philippines (PEZA)*	5%	5%	5%
- India	31%	31%	31%
- Singapore	17%	17%	17%
- United States of America	38%	38%	38%
- Mexico	30%	30%	30%
- Venezuela	#	#	34%

* based on gross profit for the year/period
\# not applicable

DMPI's core production operations in Cagayan de Oro City, Philippines is under Philippine Packing Agricultural Export Processing Zone. This new zone has been established in accordance with the policies of the Philippine Economic Zone Authority ("PEZA"). DMPI enjoys certain fiscal and non-fiscal incentives including a 5% (2015 and 2014: 5%) tax on gross profit in lieu of the statutory 30% (2015 and 2014: 30%) on profit before tax, duty free importation of capital equipment, raw materials and supplies used in pursuit of its Ecozone-registered activities, among other incentives. The incentives will be available for as long as DMPI complies with the PEZA's requirements which includes exporting 70% of its production. This current tax incentive will expire in fiscal year 2017.

28. Tax expense (credit) – net (cont'd)

DMPI has received the PEZA approval for a second zone, the Bukidnon Agro-Resources Export Zone, for agri-development projects. This current tax incentive will expire in fiscal year 2018.

Company

There is no tax expense for the Company as the income of the Company is exempt from all income taxes in the British Virgin Islands.

Sources of estimation uncertainty

The Group has exposure to income taxes in several foreign jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

29. Earnings (loss) per share

Basic earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net profit (loss) attributable to shareholders by the weighted average number of ordinary shares in issue during the year/period.

	Group		
	Year ended 30 April 2016	**Year ended 30 April 2015 (As restated*)**	**Four months ended 30 April 2014 (As restated*)**
Profit (loss) attributable to owners of the Company (US$'000)	51,534	(43,183)	(44,774)
Weighted average number of ordinary shares ('000):			
Issued ordinary shares at 1 May/1 January	1,944,035	1,297,500	1,297,500
Effect of own shares held	(426)	(900)	(900)
Effects of shares issued	–	94,211	–
Weighted average number of ordinary shares during the year/period	1,943,609	1,390,811	1,296,600
Basic earnings (loss) per share (in US cents)	2.65	(3.10)	(3.45)

* *see Note 3.6*

29. Earnings (loss) per share (cont'd)

Diluted earnings (loss) per share

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 Del Monte Pacific RSP, with the potential ordinary shares weighted for the period outstanding.

	Group		
	Year ended 30 April 2016	**Year ended 30 April 2015 (As restated*)**	**Four months ended 30 April 2014 (As restated*)**
Profit/(Loss) attributable to owners of the Company (US$'000)	51,534	(43,183)	(44,774)
Diluted weighted average number of shares ('000):			
Weighted average number of ordinary shares at end of year/period (basic)	1,943,609	1,390,811	1,296,600
Potential ordinary shares issuable under share options	736	–	–
Weighted average number of ordinary shares issued (diluted)	1,944,345	1,390,811	1,296,600
Diluted earnings (loss) per share (in US cents)	2.65	(3.10)	(3.45)

** see Note 3.6*

The potential ordinary shares issuable under the Del Monte RSP were excluded from the diluted weighted average number of ordinary shares calculation for the year ended 30 April 2015 and four months ended 30 April 2014 because their effect would decrease the loss per share and have an anti-dilutive effect.

30. Operating segments

Geographical segments

Americas

Reported under the Americas segment are sales and profit on sales in North and South America, and Canada. 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.

30. Operating segments (cont'd)

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.

30. Operating segments (cont'd)

Information about reportable segments

	<------------------Americas------------------>			<------------------Asia Pacific--------------->			<-------------------Europe ------------------>			<------------------Total------------------>		
	Year ended 30 April 2016 US$'000	**Year ended 30 April 2015 US$'000 (As restated*)**	**Four months ended 30 April 2014 US$'000 (As restated*)**	**Year ended 30 April 2016 US$'000**	**Year ended 30 April 2015 US$'000 (As restated*)**	**Four months ended 30 April 2014 US$'000 (As restated*)**	**Year ended 30 April 2016 US$'000**	**Year ended 30 April 2015 US$'000 (As restated*)**	**Four months ended 30 April 2014 US$'000 (As restated*)**	**Year ended 30 April 2016 US$'000**	**Year ended 30 April 2015 US$'000 (As restated*)**	**Four months ended 30 April 2014 US$'000 (As restated*)**
Revenue												
Packaged/processed fruit and vegetable	1,446,602	1,326,855	225,135	116,100	109,374	16,610	19,039	23,489	6,944	1,581,741	1,459,718	248,689
Beverage	28,691	27,512	6,423	132,268	124,215	25,614	14,755	10,173	3,176	175,714	161,900	35,213
Culinary	294,486	310,852	53,033	122,063	117,984	16,115	–	–	–	416,549	428,836	69,148
Fresh fruit and others	90	52,266	11,952	93,743	83,969	21,126	–	–	–	93,833	136,235	33,078
Total	**1,769,869**	**1,717,485**	**296,543**	**464,174**	**435,542**	**79,465**	**33,794**	**33,662**	**10,120**	**2,267,837**	**2,186,689**	**386,128**
Gross profit												
Packaged/processed fruit and vegetable	268,307	206,744	13,033	31,444	28,225	1,656	5,510	3,570	651	305,261	238,539	15,340
Beverage	4,033	1,159	8	39,188	35,021	3,887	6,022	870	(76)	49,243	37,050	3,819
Culinary	56,409	51,990	4,189	46,212	45,643	4,780	–	–	–	102,621	97,633	8,969
Fresh fruit and others	12	12,987	3,676	24,715	21,949	6,033	–	–	–	24,727	34,936	9,709
Total	**328,761**	**272,880**	**20,906**	**141,559**	**130,838**	**16,356**	**11,532**	**4,440**	**575**	**481,852**	**408,158**	**37,837**
Share of loss in investments in joint ventures, net of tax												
Packaged/processed fruit and vegetable	–	–	–	(523)	(746)	(150)	–	–	–	(523)	(746)	(150)
Beverage	–	–	–	(123)	(156)	(115)	–	–	–	(123)	(156)	(115)
Culinary	–	–	–	(1,001)	(1,367)	(623)	–	–	–	(1,001)	(1,367)	(623)
Fresh fruit and others	–	–	–	(70)	(184)	(266)	–	–	–	(70)	(184)	(266)
Total	–	–	–	**(1,717)**	**(2,453)**	**(1,154)**	–	–	–	**(1,717)**	**(2,453)**	**(1,154)**

** see Note 3.6*

30. Operating segments (cont'd)

Information about reportable segments

	Americas			Asia Pacific			Europe			Total		
	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000 (As restated*)	Four months ended 30 April 2014 US$'000 (As restated*)	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000 (As restated*)	Four months ended 30 April 2014 US$'000 (As restated*)	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000 (As restated*)	Four months ended 30 April 2014 US$'000 (As restated*)	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000 (As restated*)	Four months ended 30 April 2014 US$'000 (As restated*)
Profit (loss) before taxation												
Packaged/processed fruit and vegetable	9,501	(69,383)	(33,640)	10,828	8,737	(5,095)	3,020	9	(1,259)	23,349	(60,637)	(39,994)
Beverage	(1,795)	(4,757)	(1,935)	11,577	10,103	(5,322)	4,347	(635)	(914)	14,129	4,711	(8,171)
Culinary	2,233	(26,256)	(8,422)	19,171	20,345	(6,192)	–	–	–	21,404	(5,911)	(14,614)
Fresh fruit and others	(5,440)	(8,803)	259	9,229	6,736	481	–	–	–	3,789	(2,067)	740
Total	**4,499**	**(109,199)**	**(43,738)**	**50,805**	**45,921**	**(16,128)**	**7,367**	**(626)**	**(2,173)**	**62,671**	**(63,904)**	**(62,039)**
Other Material Non-Cash Items												
Depreciation and amortisation	56,971	40,588	9,245	17,179	18,395	5,992	–	–	–	74,150	58,983	15,237
Capital expenditure	42,823	57,334	9,640	17,486	17,845	8,340	–	–	–	60,309	75,179	17,980
Segment assets	2,243,508	2,137,740	2,066,014	432,429	452,487	419,015	18,687	31,902	38,464	2,694,624	2,622,129	2,523,493
Segment liabilities	1,556,300	1,520,878	1,392,325	750,369	765,527	868,939	22,743	11,549	14,887	2,329,412	2,297,954	2,276,151

** see Note 3.6*

30. Operating segments (cont'd)

Reconciliation of reportable segment profit or loss, assets and capital expenditures

	Group		
	Year ended 30 April 2016 US$'000	**Year ended 30 April 2015 US$'000**	**Four months ended 30 April 2014 US$'000**
		(As restated*)	**(As restated*)**
Profit (loss) before taxation per operating segment	62,671	(63,904)	(62,039)
Unallocated amounts:			
- acquisition related costs	–	(3,008)	(11,030)
- settlement of pre-existing relationship	–	–	(1,160)
Profit (loss) before taxation as reported	62,671	(66,912)	(74,229)

** see Note 3.6*

Major customer

Revenues from a major customer of the Americas segment for the year ended 30 April 2016 amounted to approximately US$585.0 million or 26% (year ended 30 April 2015: US$496.7 million or 23%, four months ended 30 April 2014: US$56.5 million or 15%) of the Group's total revenue. The customer accounted for approximately 16% of trade and other receivables at 30 April 2016 (30 April 2015: 15%, 1 May 2014: 14%).

31. 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. As such, the Group's sales are usually highest during the three months from August to October.

The Group operates 16 production facilities (30 April 2015: 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.

32. Share option and incentive plans

The ESOP of the Company was approved and amended by its members at general meetings held on 30 July 1999 and 21 February 2002 respectively. No further options could be granted pursuant to the ESOP as it had expired on 24 July 2009. Those options granted by the Company prior to 24 July 2009 are valid for a period of 10 years from the date of the grant of options.

The Company's shareholders also approved the adoption of two share plans, Del Monte Pacific RSP and Del Monte Pacific PSP (collectively the "Share Plans"), at a general meeting held on 26 April 2005. The Share Plans sought to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to excel in their performance and are currently targeted at executives in key positions.

Other information regarding the Del Monte Pacific RSP are as follows:

(a) No minimum vesting periods are prescribed.

(b) The length of the vesting period(s) in respect of each award granted will be determined on a case-to-case basis by the RSOC.

(c) Delivery of shares upon vesting of the share awards may be by way of an issue of new shares and/or the transfer of existing shares (by way of purchase of existing shares).

On 12 May 2009, six employees of related companies were granted an aggregate of 3,749,000 share awards at the market price of 0.540 Singapore dollar (S$) per share.

On 29 April 2011, 2,643,000 shares were awarded at the market price of S$0.485 per share to Mr. Joselito D Campos, Jr, an associate of a controlling shareholder, approved by shareholders at the Annual General Meeting of the Company held on 29 April 2011.

On 30 April 2013, 211,440 shares were awarded to Joselito D Campos, Jr, and 275,440 shares to five employees of related companies, representing 20% adjustment to the number of unvested share awards previously granted, at the market price of S$0.810 per share.

On 22 August 2013, 688,000 shares were awarded at the market price of S$0.840 per share to each Group Non-Executive Director/Group Executive Director.

On 1 July 2015, 57,918 shares were awarded at the market price of S$0.385 per share to six Directors, arising from the rights issue of shares carried out by the Company on 10 March 2015. The grant of the additional 57,918 share awards was for the adjustment to account for the dilutive effect arising from the rights issue on the unvested share awards previously granted by the Company.

32. Share option and incentive plans (cont'd)

Other information regarding the Del Monte Pacific PSP is set out below:

(a) Vesting periods are not applicable.

(b) Shares awarded are released at the end of the performance period (typically, at the conclusion of a financial year end) once the RSOC is satisfied that the prescribed performance target(s) have been achieved by awardees.

(c) Delivery of share awards may be by way of an issue of new shares and/or the transfer of existing shares (by way of purchase of existing shares).

As at the date of this report, no share awards have been granted pursuant to the Del Monte Pacific PSP.

The RSOC is responsible for administering the ESOP and the share plans.

Details of the outstanding options granted to the Company's directors and employees under the ESOP and Del Monte Pacific RSP on unissued ordinary shares of Del Monte Pacific Limited at the reporting date, are as follows:

ESOP

Date of grant of options	Exercise period	Exercise price	Options outstanding		
		S$	30 April 2016	30 April 2015	30 April 2014
7 March 2008	Up to 60%: 7 March 2010 – 6 March 2011 40%: 7 March 2011 – 6 March 2018	0.627	750,000	750,000	750,000
30 April 2013*	Up to 100%: 30 April 2013 – 6 March 2018	0.627	150,000	150,000	150,000
1 July 2015	Up to 100%: 6 March 2018	0.578	75,765	–	–
			975,765	900,000	900,000

* On 30 April 2013, the Company approved the grant of 150,000 stock options, representing a 20% adjustment to the number of unexercised stock options previously granted. The exercise period therefore follows that of the options granted on 7 March 2008.

32. Share option and incentive plans (cont'd)

As at the reporting date, a total of 975,765 options remain outstanding.

Del Monte Pacific RSP

Date of grant of share awards	Vesting period	Market price on date of grant S$	Share awards granted	Share awards outstanding
22 August 2013	Up to 60%: 22 August 2013 – 21 August 2016 40%: 22 August 2016 – 21 August 2017	0.840	688,000	688,000
1 July 2015	Up to 60%: 22 August 2016 – 21 August 2017 40%: 22 August 2017 – 21 August 2018	0.385	57,918	57,918
			745,918	745,918

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Fair value of share options/awards and assumptions

Date of grant of options/awards	7 March 2008	30 April 2013	1 July 2015	12 May 2009	29 April 2011	30 April 2013	22 August 2013	1 July 2015
	<----------------ESOP		------------->	<--------------- *Del Monte Pacific RSP*				------------->
Fair value at measurement date	US$0.12	US$0.18	US$0.29	US$0.37	US$0.40	US$0.18	US$0.65	US$0.29
Share price (Singapore Dollars) at grant date	0.615	0.810	0.385	0.540	0.485	0.810	0.840	0.385
Exercise price (Singapore Dollars)	0.627	0.627	0.578	–	–	–	–	–
Expected volatility	5.00%	2.00%	2.00%	–	–	–	3.00%	2.00%
Time to maturity	2 years	2 years	2 years	–	–	–	1 year	2 years
Risk-free interest rate	3.31%	1.51%	2.51%	–	–	–	2.69%	2.51%

32. Share option and incentive plans (cont'd)

The expected volatility is based on the historic volatility (calculated based on the weighted average expected life of the share options), adjusted for any expected changes to future volatility due to publicly available information.

There are no market conditions associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the measurement of the fair value of the services to be received at the grant date.

Del Monte Foods Holding Equity Compensation Plan ("ECP")

The 2014 Equity Compensation Plan was adopted by the Board of Directors of DMFHI effective 24 September 2014. The 2014 Plan provided for the grant of stock options to key executives. 9,000,000 shares of common stock of DMFHI were reserved for grant under the plan.

During 2015, DMFHI granted 7,065,000 stock options. As of 30 April 2016, 2,265,000 shares of common stock were available for future grant.

The options granted under the Plan are subject to service-based and performance-based vesting and vest annually over seven years and have a term of 10 years. The grant date fair value of these options is US$1.22.

The fair value for stock options granted was estimated at the date of grant using a Black-Scholes option pricing model. This model estimates the fair value of the options based on a number of assumptions, such as expected option life, interest rates, the current fair market value and expected volatility of common stock and expected dividends. The expected term of options granted was based on the "simplified" method. Expected stock price volatility was determined based on the historical volatilities of comparable companies over a historical period that matches the expected life of the options. The risk-free interest rate was based on the expected U.S. Treasury rate over the expected life. The dividend yield was based on the expectation that no dividends will be paid. The following table presents the weighted-average assumptions for performance-based stock options granted for the periods indicated:

	11 November 2015	**24 September 2014**
Expected life (in years)	5.5	3
Expected volatility	38.49%	34.32%
Risk-free interest rate	1.64%	0.97%
Dividend yield	0%	0%

32. Share option and incentive plans (cont'd)

Stock option activity and related information during the periods indicated was as follows:

	2016		2015	
	Number of options	Weighted-average exercise price	Number of options	Weighted-average exercise price
Outstanding at beginning of year	6,735,000	5.00	–	–
Cancelled	(6,735,000)	5.00	–	–
Granted	7,405,000	5.39	7,065,000	5.00
Forfeited	(785,000)	5.39	(330,000)	5.00
Exercised	–	–	–	–
Outstanding at end of year	6,620,000	5.39	6,735,000	5.00
Exercisable at end of year	–	–	–	–

The expense recognised in profit or loss for equity-settled share based payments amounted to US$0.7 million in the current year and was included in personnel cost.

33. Financial risk management

The Group has exposure to the following risks from financial instruments:

- credit risk
- interest rate risk
- liquidity risk
- market risk
- foreign exchange risk
- commodity price risk

Risk management framework

The Board of Directors of the Group has overall responsibility for the establishment and oversight of the Group's risk management framework. The Audit and Risk Committee (ARC) is responsible for monitoring the Group's risk management policies developed by management.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The ARC oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The ARC is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the ARC.

33. Financial risk management (cont'd)

Financial risk management objectives and policies

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The BOD of the Group continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. The carrying amounts of financial assets in the statements of financial position represent the Group and the Company's maximum exposures to credit risk, before taking into account any collateral held. The Group and Company do not hold any collateral in respect of their financial assets.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and countries in which customers are located, as these factors may have an influence on credit risk.

The ARC has approved a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes credit ratings, where available, and in some cases bank references. Purchase limits are established for each customer, which represents the maximum open amount. Customers failing to meet the Group's benchmark credit worthiness may transact with the Group only on a prepayment or Letters of Credit basis.

Exposure to credit risk

At the reporting date, the maximum exposure to credit risk for loans and receivables, excluding cash on hand, by geographic region was:

			Group	
	Note	**30 April 2016 US$'000**	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Americas		133,729	124,739	121,335
Europe		8,558	10,210	6,469
Asia Pacific		80,398	85,024	59,415
	14,16	222,685	219,973	187,219

At 30 April 2016, the Group's most significant customer accounted for 16% of the trade and other receivables carrying amount (30 April 2015: 15%, 1 May 2014: 14%).

33. Financial risk management (cont'd)

Credit risk (cont'd)

Impairment losses

The ageing of loans and receivables excluding cash on hand that were not impaired at the reporting date was:

Group	Note	30 April 2016 US$'000	30 April 2015 US$'000	1 May 2014 US$'000
Not past due		164,476	167,629	151,761
Past due 0 - 60 days		36,681	31,854	27,798
Past due 61 - 90 days		4,624	4,197	1,543
Past due 91 - 120 days		3,810	7,342	323
More than 120 days		13,094	8,951	5,794
	14,16	222,685	219,973	187,219

As at 30 April 2016 and 2015 and 1 May 2014, the Company's loans and receivables were all not past due.

The table below shows the credit quality of the Group's financial assets based on their historical experience with the corresponding third parties:

		30 April 2016			
	Note	Grade A	Grade B	Grade C	Total
		US$'000	US$'000	US$'000	US$'000
Cash in banks	16	47,153	–	–	47,153
Trade and other receivables	14	–	175,532	6,094	181,626
		47,153	175,532	6,094	228,779

		30 April 2015			
	Note	Grade A	Grade B	Grade C	Total
		US$'000	US$'000	US$'000	US$'000
Cash in banks and cash equivalents	16	35,571	–	–	35,571
Trade and other receivables	14	–	184,402	8,783	193,185
		35,571	184,402	8,783	228,756

		1 May 2014			
	Note	Grade A	Grade B	Grade C	Total
		US$'000	US$'000	US$'000	US$'000
Cash in banks	16	28,351	–	–	28,351
Trade and other receivables	14	–	158,868	13,652	172,520
		28,351	158,868	13,652	200,871

As at 30 April 2016, 30 April 2015 and 1 May 2014, the Company's cash in banks and trade and other receivables were all classified under Grade A and Grade B respectively.

33. Financial risk management (cont'd)

Credit risk (cont'd)

Grade A financial assets pertain to those cash that are deposited in reputable banks. Grade B includes receivables that are collected on their due dates even without an effort from the Group to follow them up, while receivables which are collected on their due dates provided that the Group made a persistent effort to collect them are included under Grade C receivables.

The Group believes that the unimpaired amount past due by more than 60 days are still collectible in full, based on historical payment behaviour and extensive analysis of customers' risk rating. An analysis of the credit quality of loans and receivables that are neither past due nor impaired indicates that they are of acceptable risk.

The Group sells its products through major distributors and buyers in various geographical regions. Management has a credit risk policy which includes, among others, the requirement of certain securities to ensure prompt observance and performance of the obligations of its distributors and other buyers from time to time. The Group monitors its outstanding trade receivables on an on-going basis. In addition, the Group also engages in sale of its trade receivables without recourse to certain financial institutions.

The Group sells its products through major distributors and buyers in various geographical regions. Management has a credit risk policy which includes, among others, the requirement of certain securities to ensure prompt observance and performance of the obligations of its distributors and other buyers from time to time. The Group monitors its outstanding trade receivables on an on-going basis. In addition, the Group also engages in sale of its trade receivables without recourse to certain financial institutions.

Cash in banks and cash equivalents

Cash in banks and cash equivalents are held with banks and financial institutions which are regulated.

The percentages of cash in banks and cash equivalents held in the following regions are:

	30 April 2016 %	30 April 2015 %	1 May 2014 %
Group			
United States of America	63	2	66
Philippines	11	70	21
Hong Kong	25	26	13
Singapore	1	2	–
Company			
United States of America	–	–	4
Philippines	78	20	88
Hong Kong	22	80	8

Apart from the information stated above, the Group and Company have no significant concentration of credit risk with any single counterparty or group counterparties.

33. Financial risk management (cont'd)

Credit risk (cont'd)

Derivatives

The derivatives are entered into with banks and financial institutions which are regulated.

Interest rate risk

The Group's cash balances are placed with reputable global banks and financial institutions. The Group manages its interest rate risks by placing the cash balances with varying maturities and interest rate terms. This includes investing the Group's temporary excess liquidity in short-term low-risk securities from time to time. The Group obtains financing through bank borrowings and leasing arrangements. Funding is obtained from bank loan facilities for both short-term and long-term requirement. The Group's policy is to obtain the most favourable interest rate available without increasing its foreign currency exposure.

Interest rate profile of interest-bearing financial instruments

The interest rate profile of the interest-bearing financial instruments as reported to management of the Group is as follows:

	Group			Company		
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**	**30 April 2016 US$'000**	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Fixed rate instruments						
Loans and borrowings	565,960	789,960	910,964	129,234	102,630	602,492
Variable rate instruments						
Loans and borrowings	1,277,822	928,527	943,000	348,630	348,250	–
Interest rate swaps	35,115	20,090	4,368	–	–	–
	1,312,937	948,617	947,368	348,630	348,250	–

33. Financial risk management (cont'd)

Interest rate risk (cont'd)

Cash flow sensitivity analysis for variable rate instruments

At the reporting date, if interest rates had moved as illustrated in the table below, with all other variables held constant, profit/loss before tax in the next 12 months and equity would have been affected as follows:

	Profit/loss before tax in the next 12 months		Equity	
	100 bp increase US$'000	100 bp decrease US$'000	100 bp increase US$'000	100 bp decrease US$'000
Group				
30 April 2016				
Variable rate instruments	(5,681)	5,681	–	–
Interest rate swaps	–	–	(15,806)	6,606
Cash flow sensitivity (net)	(5,681)	5,681	(15,806)	6,606
30 April 2015				
Variable rate instruments	(9,611)	9,611	–	–
Interest rate swaps	–	–	(15,432)	12,181
Cash flow sensitivity (net)	(9,611)	9,611	(15,432)	12,181
30 April 2014				
Variable rate instruments	(9,812)	9,812	–	–
Interest rate swaps	–	–	(18,915)	19,937
Cash flow sensitivity (net)	(9,812)	9,812	(18,915)	19,937

As at 30 April 2016, if the interest rate had moved by 100bp increase and decrease, with all other variables held constant, the Company's profit before tax in the next 12 months and equity would have been affected by US$0.1million decrease and US$0.1million increase, respectively.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage 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. Currently, the Group excluding DMFI is entitled to a total of US$991.0 million (30 April 2015: US$928.0 million, 1 May 2014: US$1,043.0 million) in credit lines, of which 29% (30 April 2015: 22%, 1 May 2014: 22%) remain available. The lines are mostly for short term financing requirements, with US$194.0 million (30 April 2015: US$11.0 million, 1 May 2014: US$11.0 million) available for long term requirements. The Group constantly maintains good relations with its banks, such that additional facilities, whether for short or long term requirements, may be made available.

33. Financial risk management (cont'd)

Liquidity risk (cont'd)

The Group is able to increase the commitments under the ABL Facility, subject only to the consent of the new or existing lenders providing such increases, such that the aggregate principal amount of commitments does not exceed US$450.0 million. The lenders under this facility are under no obligation to provide any such additional commitments, and any increase in commitments will be subject to customary conditions precedent. Notwithstanding any such increase in the facility size, the Group's ability to borrow under the facility will remain limited at all times by the borrowing base (to the extent the borrowing base is less than the commitments).

The Group has the right to request an additional US$100.0 million plus an additional amount of secured indebtedness under the First Lien Term Loan and the Second Lien Term Loan. Lenders under this facility are under no obligation to provide any such additional loans, and any such borrowings will be subject to customary conditions precedent, including satisfaction of a prescribed leverage ratio, subject to the identification of willing lenders and other customary conditions precedent.

The following are the expected contractual undiscounted cash outflows of financial liabilities, including interest payments and excluding the impact of netting agreements:

Group	Note	Carrying amount US$'000	Contractual cash flows US$'000	Less than 1 year US$'000	1-5 years US$'000	More than 5 years US$'000
30 April 2016						
Derivative financial liabilities						
Interest rate swaps used for hedging, net-settled	21	35,115	36,130	15,218	20,912	–
Commodity contracts	21	1,630	1,630	1,630	–	–
		36,745	37,760	16,848	20,912	–
Non-derivative financial liabilities						
Unsecured bank loans						
- Short-term		501,481	517,695	517,695	–	–
- Long-term		193,224	219,402	7,313	212,089	–
Secured bank loans						
- Short-term		225,879	232,542	232,542	–	–
- Long-term		923,198	1,226,975	57,895	1,169,080	–
Trade and other payables*		263,354	263,354	263,354	–	–
		2,107,136	2,459,968	1,078,799	1,381,169	–

**excludes derivative liabilities and advances from customers*

33. Financial risk management (cont'd)

Liquidity risk (cont'd)

Group	Note	Carrying amount US$'000	Contractual cash flows US$'000	Less than 1 year US$'000	1-5 years US$'000	More than 5 years US$'000
30 April 2015						
Derivative financial liabilities						
Interest rate swaps used for hedging, net-settled	21	20,090	10,523	–	9,654	869
Foreign currency forward contracts used for hedging, net settled	21	1,003	1,003	1,003	–	–
		21,093	11,526	1,003	9,654	869
Non-derivative financial liabilities						
Unsecured bank loans						
- Short-term		347,180	349,204	349,204	–	–
- Long-term		348,250	376,271	13,153	363,118	–
Secured bank loans						
- Short-term		98,362	108,862	108,862	–	–
- Long-term		924,695	1,349,704	56,479	1,024,120	269,105
Other noncurrent liabilities						
- Other payables		797	797	–	797	–
Trade and other payables*		334,862	334,862	334,862	–	–
		2,054,146	2,519,700	862,560	1,388,035	269,105
1 May 2014						
Derivative financial liabilities						
Interest rate swaps used for hedging, net-settled	21	4,368	8,460	–	9,994	(1,534)
Non-derivative financial liabilities						
Unsecured bank loans						
- Short-term		807,271	811,522	811,522	–	–
- Long-term		11,225	11,297	72	11,225	–
Secured bank loans						
- Short-term		112,308	117,875	117,875	–	–
- Long-term		923,160	1,361,181	51,418	327,125	982,638
Other noncurrent liabilities						
- Other payables		3,157	3,157	–	3,157	–
Trade and other payables*		234,654	234,654	234,654	–	–
		2,091,775	2,539,686	1,215,541	341,507	982,638

**excludes derivative liabilities and advances from customers*

33. Financial risk management (cont'd)

Liquidity risk (cont'd)

Company	Carrying amount US$'000	Contractual cash flows US$'000	Less than 1 year US$'000	1-5 years US$'000	More than 5 years US$'000
30 April 2016					
Non-derivative financial liabilities					
Unsecured bank loans					
- Long-term	129,234	155,204	7,313	147,891	–
- Short-term	348,630	364,542	364,542	–	–
Trade and other payables	116,298	116,298	116,298	–	–
	594,162	636,044	488,153	147,891	–
30 April 2015					
Non-derivative financial liabilities					
Unsecured bank loans					
- Long-term	348,250	376,271	13,153	363,118	–
- Short-term	102,630	104,355	104,355	–	–
Trade and other payables	163,785	163,785	163,785	–	–
	614,665	644,411	281,293	363,118	–
1 May 2014					
Non-derivative financial liabilities					
Unsecured short-term bridging loan	602,491	609,949	609,949	–	–
Trade and other payables	122,395	122,395	122,395	–	–
	724,886	732,344	732,344	–	–

The Group's bank loans contain loan covenants, for which breaches will require the Group to repay the loans earlier than indicated in the above table. The covenants are constantly monitored on a regular basis by the treasury department and regularly reported to management to ensure compliance.

For derivative financial liabilities, the disclosure shows net cash from amounts for derivatives that are net cash settled.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and commodity prices, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

33. Financial risk management (cont'd)

Foreign exchange risk

The Group is exposed to foreign exchange risk from its subsidiaries operating in foreign countries, which generate revenue and incur costs in foreign currencies, and from those operations of its local subsidiaries, which are in foreign currencies. The currency giving rise to this risk is primarily the US Dollar, Mexican Peso and Venezuelan Bolivar.

Group entities maintain their respective books and accounts in their functional currencies. As a result, the Group is subject to transaction and translation exposures resulting from currency exchange rate fluctuations.

From time to time, the Group manages its exposure to fluctuations in foreign currency exchange rates by entering into forward contracts to cover a portion of its projected expenditures paid in foreign currency. The Group accounts for these contracts as cash flow hedges.

At the reporting date, the Group's exposure to foreign currencies is as follows:

	US Dollar US$'000	Mexican Peso US$'000	Venezuela Bolivar US$'000
30 April 2016			
Trade and other receivables	25,675	3,813	–
Cash and cash equivalents	4,630	294	–
Other non-current assets	1,454	–	–
Loans and borrowings	(33,704)	–	–
Trade and other payables	(59,062)	(5,334)	–
	(61,007)	(1,227)	–
30 April 2015			
Trade and other receivables	134,664	2,502	–
Cash and cash equivalents	1,184	208	–
Other non-current assets	1,554	–	–
Loans and borrowings	(9,644)	–	–
Trade and other payables	(83,565)	(6,033)	–
	44,193	(3,323)	–
1 May 2014			
Trade and other receivables	72,632	460	11,983
Cash and cash equivalents	1,652	872	2,154
Other non-current assets	2,136	(3,988)	(1,400)
Loans and borrowings	(72,600)	–	–
Trade and other payables	(3,810)	–	(11,337)
	10	(2,656)	1,400

The Company has no significant exposure to foreign currencies as at 30 April 2016 and 2015, and 1 May 2014.

33. Financial risk management (cont'd)

Foreign exchange risk (cont'd)

Sensitivity analysis

A 10% strengthening of the group entities' foreign currencies against their respective functional currency at the reporting date would have increased (decreased) loss/profit before taxation and equity by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

A 10% weakening of the group entities' foreign currencies against their respective functional currency would have the equal but opposite effect on the amounts shown below, on the basis that all other variables remain constant.

	US Dollar		Mexican Peso		Venezuelan Bolivar	
	Profit (loss) before taxation US$'000	Equity US$'000	Profit (loss) before taxation US$'000	Equity US$'000	Profit (loss) before taxation US$'000	Equity US$'000
30 April 2016						
10% strengthening	6,101	–	(123)	2,222	–	–
10% weakening	(6,101)	–	123	(2,222)	–	–
30 April 2015						
10% strengthening	(4,419)	–	(332)	1,933	–	–
10% weakening	4,419	–	332	(931)	–	–
30 April 2014						
10% strengthening	(1)	–	(266)	–	140	–
10% weakening	1	–	266	–	(140)	–

Commodity price risk

The Group is regularly engaged in the purchase of tinplates and fuel and is significantly exposed to commodity price risk related to tinplates and fuel. The Group ensures future supply of tinplates while minimising the impact of price movements by purchasing tinplates and fuel in advance of the production requirements. These purchase contracts are entered into for the purpose of receipt or delivery of tinplates and fuel in accordance with the expected usage requirements of the Group.

Certain commodities such as diesel fuel and natural gas (collectively, "commodity contracts") are used in the production and transportation of the Group's products. Generally these commodities are purchased based upon market prices that are established with the vendors as part of the procurement process. The Group uses futures, swaps, and swaption or option contracts, as deemed appropriate; to reduce the effect of price fluctuations on anticipated purchases. These contracts may have a term of up to 24 months.

33. Financial risk management (cont'd)

Commodity price risk (cont'd)

Sensitivity analysis

A 10% change in commodity prices at the reporting date would have decreased (increased) profit before taxation and increased (decreased) equity by the amounts shown below.

	Loss/profit before taxation US$'000	Equity US$'000
30 April 2016		
10% increase in commodity price	(281)	(494)
10% decrease in commodity price	281	494

At 30 April 2015 and 1 May 2014, there were no outstanding commodity contracts.

34. 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:

	Note	Loans and receivables US$'000	Derivatives US$'000	Other financial liabilities US$'000	Total carrying amount US$'000	Fair value US$'000
Group						
30 April 2016						
Cash and cash equivalents	16	47,203	–	–	47,203	47,203
Trade and other receivables	14	175,532	–	–	175,532	175,532
Derivative asset	15	–	1,473	–	1,473	1,473
		222,735	1,473	–	224,208	224,208
Loans and borrowings	20	–	–	1,843,782	1,843,782	1,822,868
Trade and other payables*	24	–	15,218	263,354	278,572	278,572
Derivative liabilities	21	–	21,527	–	21,527	21,527
		–	36,745	2,107,136	2,143,881	2,122,967

**excludes advances from customers*

34. Accounting classification and fair values

Fair values versus carrying amounts (cont'd)

Group	Note	Loans and receivables US$'000	Derivatives US$'000	Other financial liabilities US$'000	Total carrying amount US$'000	Fair value US$'000
30 April 2015						
Cash and cash equivalents	16	35,618	–	–	35,618	35,618
Trade and other receivables	14	184,402	–	–	184,402	184,402
Derivative asset	15	–	818	–	818	818
		220,020	818	–	220,838	220,838
Loans and borrowings	20	–	–	1,718,487	1,718,487	1,712,728
Trade and other payables*	24	–	1,003	334,862	335,865	335,865
Derivative liabilities	21	–	20,090	–	20,090	20,090
		–	21,093	2,053,349	2,074,442	2,068,683
1 May 2014						
Cash and cash equivalents	16	28,401	–	–	28,401	28,401
Trade and other receivables	14	158,868	–	–	158,868	158,868
		187,269	–	–	187,269	187,269
Loans and borrowings	20	–	–	1,853,964	1,853,964	1,853,964
Trade and other payables*	24	–	–	234,654	234,654	234,654
Derivative liabilities	21	–	4,368	–	4,368	4,368
		–	4,368	2,088,618	2,092,986	2,092,986

**excludes advances from customers*

34. Accounting classification and fair values (cont'd)

Fair values versus carrying amounts (cont'd)

	Note	Loans and receivables US$'000	Derivatives US$'000	Other financial liabilities US$'000	Total carrying amount US$'000	Fair value US$'000
Company						
30 April 2016						
Cash and cash equivalents	16	361	–	–	361	361
Trade and other receivables	14	145,240	–	–	145,240	145,240
		145,601	–	–	145,601	145,601
Loans and borrowings	20	–	–	477,864	477,864	503,958
Trade and other payables	24	–	–	116,298	116,298	116,298
		–	–	594,162	594,162	620,256
30 April 2015						
Cash and cash equivalents	16	6,126	–	–	6,126	6,126
Trade and other receivables	14	105,723	–	–	105,723	105,723
		111,849	–	–	111,849	111,849
Loans and borrowings	20	–	–	450,880	450,880	454,798
Trade and other payables	24	–	–	163,785	163,785	163,785
		–	–	614,665	614,665	618,583
1 May 2014						
Cash and cash equivalents	16	232	–	–	232	232
Trade and other receivables	14	104,512	–	–	104,512	104,512
		104,744	–	–	104,744	104,744
Loans and borrowings	20	–	–	602,491	602,491	605,000
Trade and other payables	24	–	–	122,395	122,395	122,395
		–	–	724,886	724,886	727,395

35. Determination of fair values

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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 recognised 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 categorisation at the end of each reporting period.

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.

		30 April 2016			
	Note	**Level 1**	**Level 2**	**Level 3**	**Totals**
Financial assets					
Derivative assets	15	–	1,473	–	1,473
Non-financial assets					
Fair value of agricultural produce harvested	12	–	–	98,412	98,412
Noncurrent assets held for sale	17	–	–	1,950	1,950
Freehold land	6	–	–	65,372	65,372
Financial liabilities					
Derivative liabilities	21	–	36,745	–	36,745

		30 April 2015			
	Note	**Level 1**	**Level 2**	**Level 3**	**Totals**
Financial assets					
Derivative assets	15	–	818	–	818
Non-financial assets					
Fair value of agricultural produce harvested	12	–	–	94,600	94,600
Noncurrent assets held for sale	17	–	–	8,113	8,113
Freehold land	6	–	–	72,068	72,068
Financial liabilities					
Derivative liabilities	21	–	21,093	–	21,093

35. Determination of fair values (cont'd)

Fair value hierarchy (cont'd)

	Note	1 May 2014 Level 1	Level 2	Level 3	Totals
Non-financial assets					
Fair value of agricultural produce harvested	12	–	–	21,800	21,800
Freehold land	6	–	–	57,608	57,608
Financial liabilities					
Derivative liabilities	21	–	4,368	–	4,368

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.

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.

35. Determination of fair values (cont'd)

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 2). 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 2.6% to 4.7% (Level 3).
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 market prices for similar items when available, and depreciated replacement cost as appropriate.
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.

35. Determination of fair values (cont'd)

Other non-financial assets

Assets	Valuation technique	Significant unobservable inputs
Freehold land	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. 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 (Level 3).	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.
Livestock	Sales Comparison Approach: the valuation model is based on market price of livestock of similar age, weight, breed and genetic make-up (Level 3).	The unobservable inputs are age, average weight and breed.
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 (Level 3).	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 (Level 3).	The unobservable inputs are estimated future pineapple gross margin per ton specific for processed products, estimated pineapple yield per hectare, estimated pineapple fruit recovery.

36. Commitments

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 as follows:

	Group		
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Within one year	51,299	47,790	48,754
Between one to five years	134,973	115,888	129,363
More than five years	55,077	51,341	54,301
	241,349	215,019	232,418

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.

Operating Lease Commitments – Group as Lessee

The Group has entered into various lease agreements as a lessee. The Group had determined that the significant risks and rewards on properties leased from third parties are retained by the lessors.

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, packaging services and ingredients. At the reporting date, the Group have commitments for future minimum payments under non-cancellable agreements as follows:

	Group		
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Within one year	387,548	542,227	387,605
After one year but within five years	284,728	296,530	199,691
After five years	340,724	339,052	77,033
	1,013,000	1,177,809	664,329

36. Commitments (cont'd)

Future capital expenditure

	Group		
	30 April 2016 US$'000	**30 April 2015 US$'000**	**1 May 2014 US$'000**
Capital expenditure not provided for in the financial statements			
- approved by Directors and contracted for	15,266	53,478	7,440
- approved by Directors but not contracted for	65,950	29,249	121,560
	81,216	82,727	129,000

The Group is also committed to incur capital expenditure of US$1.8 million (30 April 2015: US$2.0 million, 1 May 2014: US$0.9 million) in relation to its interest in a joint venture, which is expected to be settled within one year.

37. Contingencies

As at 30 April 2016, a subsidiary, DMPL India Limited has a contingent liability amounting to US$6.8 million (30 April 2015: US$8.9 million, 1 May 2014: US$9.9 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.

Matters Assumed in Connection with the Consumer Food Business

As described in Note 1 and Note 4, the Group acquired the Consumer Food Business in February 2014. In connection with the acquisition of the Consumer Food Business, the Group assumed the legal matters described below from the Seller.

Kosta Misbranding Class Action

On 5 April 2012, Plaintiff (Kosta) filed a complaint against Seller in the U.S. District Court for the Northern District of California alleging false and misleading advertising under California's consumer protection laws. Plaintiff alleges that Seller made a variety of false and misleading labeling and advertising claims including, but not limited to lycopene and antioxidant claims for tomato products and claims that Seller misled consumers with respect to its refrigerated fruit products. The complaint sought certification as a class action. On 30 July 2015 the Court denied Plaintiff's motion for class certification. Plaintiff has appealed this ruling to the U.S. Ninth Circuit Court of Appeal. The appeal has been fully briefed. Oral arguments are expected to be scheduled for 2017. The Group cannot at this time reasonably estimate a range of exposure, if any, of the potential liability.

37. Contingencies (cont'd)

Fresh Del Monte Produce Inc. vs. Seller

On 19 December 2013, Fresh Del Monte Produce Inc. ("FDP") filed a complaint against Seller in the U.S. District Court for the Southern District of New York for breach of a 1989 License Agreement ("License"). FDP asserts that Seller committed a breach by denying FDP's requests for additional rights under the License. DMFI denies these claims and counterclaimed for breach of contract, trademark infringement, and unfair competition on 31 March 2014. Among other things, DMFI asserts that FDP committed a breach and trademark infringement by marketing under the Del Monte trademark pasteurised juice products, processed avocado and guacamole products, and combination products that combine fresh and non-fresh ingredients. Both parties seek declaratory, monetary, and injunctive relief from the other. Discovery is proceeding in the cases, and no trial date has been set. The Group cannot at this time reasonably estimate a range of exposure, if any, of the potential liability.

In a separate matter, DMFI initiated an arbitration action against an affiliate of FDP for breach of another license agreement by using the Del Monte brand on cafes and a delivery service in the Middle East. The arbitration panel issued its ruling in July 2016, finding that the FDP affiliate's activities are permitted under the license agreement but that the affiliate breached the terms of the license agreement in the manner in which it used the Del Monte trademarks. The arbitration panel is expected to rule on the appropriate cure for these breaches in Summer 2016.

Resolved Dispute with Smucker's

On 18 February 2014, DMFI consummated the acquisition of the Consumer Food Business of Smucker's. The purchase price to be paid by DMFI at closing was adjusted upward in the amount of US$111.0 million (the "Closing Adjustment Amount") based on the difference between the target working capital agreed by the parties in the Purchase Agreement and Smucker's' good faith estimate of working capital on the day immediately preceding the closing date. Based on Smucker's' calculation of closing working capital, Smucker's seeks an additional upward adjustment to the purchase price in the amount of US$16.3 million, together with interest accrued from the closing date through the date of payment.

On 18 June 2014, DMFI served its Notice of Disagreement asserting that Smucker's' statement setting forth its calculation of closing working capital is in breach of several provisions of the Purchase Agreement and that Smucker's is not entitled to any adjustment of the purchase price on account of working capital, including the US$16.3 million it now seeks, and the Closing Adjustment Amount must be returned.

In March 2015, the parties have submitted this dispute to an independent certified public accounting firm for resolution pursuant to the Purchase Agreement. An initial ruling on the closing working capital calculation was issued in July 2015. The parties continued discussions and on 25 April 2016, have entered into a settlement agreement, under which Smucker's paid/refunded to DMFI US$38.0 million in full satisfaction of the post-closing working capital amount adjustment under the Purchase Agreement. The resulting settlement gain was recognised in "Other income (expenses) - net" account in the consolidated income statement for the year ended 30 April 2016 (Note 26).

37. Contingencies (cont'd)

Other legal cases

FDP vs. DMPL

On September 29, 2015, FDP filed an action against DMPL with the New York Supreme Court. FDP alleged that DMPL failed to comply with its contractual obligation to use commercially reasonable efforts to curb supply of parallel imports of Del Monte branded products into FDP's territories. Among other things, FDP claims that DMPL violated the settlement agreements by refusing to sell adequate products to FDP to curb parallel imports. DMPL believes that it has complied with its contractual obligations. DMPL cannot at this time reasonably estimate a range of exposure, if any, of the potential liability. The case is in discovery stage during which documents are produced and depositions of witnesses are taken.

Four (4) Labour disputes versus DMPI (Mindanao)

Amount of contention is immaterial. For filing of position papers and appeals to the proper courts.

Other

The Group is the subject of, or a party to, other various suits and pending or threatened litigation. While it is not feasible to predict or determine the ultimate outcome of these matters. The Group believes that none of these legal proceedings will have a material adverse effect on its financial position.

38. 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.

38. Related parties (cont'd)

Other than those disclosed elsewhere in the financial statements, there are no other significant transactions with related parties.

Group

Category/ Transaction	Year	Amount of the transaction US$'000	Outstanding balance - receivables/ (payables) US$'000	Terms	Conditions
Under Common Control					
▪ Shared IT services	**2016**	**215**	**79**	Due and demandable;	Unsecured;
	2015	419	-	non-interest bearing	no impairment
	2014	27	45		
▪ Sale of tomato paste	**2016**	**1,111**	**-**	Due and demandable;	Unsecured;
	2015	1,627	748	non-interest bearing	no impairment
	2014	641	641		
▪ Inventory count shortage	**2016**	**25**	**-**	Due and demandable;	Unsecured;
	2015	363	57	non-interest bearing	no impairment
	2014	-	-		
▪ Purchases	**2016**	**826**	**-**	Due and demandable;	Unsecured;
	2015	392	-	non-interest bearing	no impairment
	2014	43	-		
▪Tollpack fees	**2016**	**551**	**(63)**	Due and demandable;	Unsecured
	2015	472	-	non-interest bearing	
	2014	169	-		
Other Related Party					
▪Management fees from DMPI retirement fund	**2016**	**4**	**261**	Due and demandable;	Unsecured;
	2015	5	272	non-interest bearing	no impairment
	2014	2	277		
▪ Rental to DMPI Retirement	**2016**	**1,365**	**(3)**	Due and demandable;	Unsecured;
	2015	1,519	5	non-interest bearing	no impairment
	2014	169	(15)		
▪ Rental to NAI Retirement	**2016**	**529**	**(166)**	Due and demandable;	Unsecured
	2015	582	-	non-interest bearing	
	2014	-	-		
▪Rental to DMPI provident fund	**2016**	**5**	**-**	Due and demandable;	Unsecured;
	2015	-	-	non-interest bearing	no impairment
	2014	5	-		
▪Purchase of services to DMPI retirement	**2016**	**30**	**-**	Due and demandable;	Unsecured;
	2015	-	-	non-interest bearing	no impairment
	2014	8	-		
	2016	**4,661**	**108**		
	2015	5,379	1,082		
	2014	1,064	948		

38. Related parties (cont'd)

Company

Category/ Transaction	Year	Amount of the Transaction US$'000	Outstanding Balance: Due from Related Parties US$'000	Outstanding Balance: Due to Related Parties US$'000	Terms	Conditions
Subsidiaries						
▪ Dividend income	**2016**	**90,000**	**183,619**	-	Due and demandable; non-interest bearing	Unsecured; no impairment
	2015	-	99,240	-		
	2014	-	104,082	-		
▪ Reimbursement of expenses	**2016**	**5,617**	**475**	**-**	Due and demandable; non-interest bearing	Unsecured; no impairment
	2015	4,891	470	-		
	2014	6,412	431	-		
▪ Cash advance	**2016**	**3,350**	**-**	**152,514**	Due and demandable; non-interest bearing	Unsecured
	2015	40,903	-	155,864		
	2014	75,357	-	114,961		
▪ Management fees payable to subsidiaries	**2016**	**697**	**-**	**487**	Due and demandable; non-interest bearing	Unsecured
	2015	813	-	3,307		
	2014	263	-	2,493		
Joint Venture						
▪ Cash advance	**2016**	**3**	**6,016**	**-**	Due and demandable; non-interest bearing	Unsecured; no impairment
	2015	3,462	6,013	-		
▪ Investment	**2016**	**-**	**-**	**-**	Due and demandable; non-interest bearing	Unsecured; no impairment
	2015	2,551	-	-		
	2016		**190,110**	**153,001**		
	2015		105,723	159,171		
	2014		104,513	117,454		

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.

38. Related parties (cont'd)

Key management personnel compensation

Key management personnel of the Group are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. The Directors of the Company and key executive officers (excluding executive directors) are considered as key management personnel of the Group.

The key management personnel compensation is as follows:

	<---------------- Group ---------------->			<------------- Company ------------->		
	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000	Year ended 30 April 2016 US$'000	Year ended 30 April 2015 US$'000	Four months ended 30 April 2014 US$'000
Directors:						
Fees and remuneration	2,778	1,870	563	2,345	1,805	543
Key executive officers (excluding Directors):						
Short-term employee benefits	2,580	2,530	4,828	1,359	1,378	274
Post-employment benefits	129	78	460	–	–	–

39. Non-controlling interest in subsidiaries

The following table summarises the information relating to the Group's subsidiaries with material non-controlling interests, based on their respective financial statements prepared in accordance with IFRS, modified for fair value adjustments on acquisition and differences in Group's accounting policies.

	30 April 2016 US$'000	30 April 2015 US$'000 (As restated*)	1 May 2014 US$'000 (As restated*)
DMPLFL			
Ownership interests held by non-controlling interests	10.57%	10.57%	10.57%
Revenue	1,778,002	1,708,937	293,439
Profit (loss)	29,374	(53,106)	(46,985)
Other comprehensive income	1,325	(26,519)	1,980
Total comprehensive income			
Attributable to non-controlling interests:			
- Profit (loss)	3,104	(5,612)	(4,966)
- Other comprehensive income	140	(2,803)	119
Total comprehensive income	3,244	(8,415)	(4,847)
Non-current assets	1,307,257	1,314,243	1,189,387
Current assets	901,776	807,622	856,366
Non-current liabilities	(1,155,181)	(1,108,700)	(1,062,906)
Current liabilities	(443,950)	(434,514)	(323,114)
Net assets	609,902	578,651	659,733
Net assets attributable to non-controlling interests	64,451	61,148	69,791
Cash flows provided by (used in) operating activities	(18,005)	192,394	71,821
Cash flows used in investing activities	(39,104)	(132,160)	(1,793,137)
Cash flows provided by (used in) financing activities, before dividends to non-controlling interests	57,646	(77,775)	1,738,601
Currency realignment	84	(521)	1,341
Net increase (decrease) in cash and cash equivalents	621	(18,062)	18,626

** see Note 3.6*

40. Subsequent events

On 29 June 2016, the Company declared a dividend of 1.33 US cents (US$0.0133) per share, representing a 50% payout of fiscal year 2016 net profit.

At the end of June 2016, the Group announced its intention to implement a cost-reduction program which includes the reduction of the Group's workforce by the end of calendar year 2016 to enable the Group to adapt to current market conditions. However, an estimate of the total cost at the completion of the restructuring cannot be made at this time.

SGV
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BOA/PRC Reg. No. 0001,
December 14, 2015, valid until December 31, 2018
SEC Accreditation No. 0012-FR-4 (Group A),
November 10, 2015, valid until November 9, 2018

INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Del Monte Pacific Limited
Craigmuir Chambers
PO Box 71 Road Town, Tortola
British Virgin Islands

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Del Monte Pacific Limited and Subsidiaries (the Group) as at and for the year ended 30 April 2016 and have issued our report thereon dated 25 July 2016. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68, As Amended (2011), and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Catherine E. Lopez
Catherine E. Lopez
Partner
CPA Certificate No. 86447
SEC Accreditation No. 0468-AR-3 (Group A),
1 May 2016, valid until 1 May 2019
Tax Identification No. 102-085-895
BIR Accreditation No. 08-001998-65-2015
27 February 2015, valid until 26 February 2018
PTR No. 5321648, 4 January 2016, Makati City

25 July 2016

Del Monte Pacific Limited and Subsidiaries
Index to the Consolidated Financial Statements and Supplementary Schedules
30 April 2016

I. Supplementary Schedules required by Annex 68-E

SCHEDULE A	FINANCIAL ASSETS	
SCHEDULE B	AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)	
SCHEDULE C	AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS	
SCHEDULE D	INTANGIBLE ASSETS – OTHER ASSETS	
SCHEDULE E	LONG-TERM DEBT	
SCHEDULE F	INDEBTEDNESS TO RELATED PARTIES	NOT APPLICABLE
SCHEDULE G	GUARANTEES OF SECURITIES OF OTHER ISSUERS	NOT APPLICABLE
SCHEDULE H	CAPITAL STOCK	

II. Schedule of Effective Standards and Interpretations

III. Map of Relationships of the Companies within the Group

IV. Financial Ratios

Schedule A – Financial assets

Name of issuing entity/Description of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the Statements of Financial Position US$'000	Value based on market quotations at 30 April 2016 US$'000	Income received and accrued US$'000
Cash	–	47,203	47,203	365
Trade and other receivables	–	175,532	175,532	–
Loans and other receivables	**–**	**222,735**	**222,735**	**365**

Schedule B – Amounts receivable from directors, officers, employees and related parties and principal stockholders (other than related parties)

Name and designation of debtor	Balance at beginning of period US$'000	Additions US$'000	Amounts collected US$'000	Amounts written off US$'000	Current US$'000	Non-current US$'000	Balance at end of period US$'000
Advances to officers and employees	391	7,515	(7,541)	–	103	262	365
	391	7,515	(7,541)	–	103	262	365

Schedule C – Amounts receivable from related parties which are eliminated during the consolidation of the Financial Statements

Name and designation of debtor	Balance at beginning of period US$'000	Additions US$'000	Amounts collected US$'000	Amounts written off US$'000	Current US$'000	Non-current US$'000	Balance at end of period US$'000
Del Monte Philippines, Inc.	132,761	239,722	(182,650)	–	35,204	154,629	189,833
Central American Resources, Inc.	52,467	39,091	–	–	91,559	–	91,559
Dewey Sdn. Bhd.	35,750	14,687	–	–	50,437	–	50,437
Dewey Limited	5,908	(5,908)	–	–	–	–	–
Del Monte Pacific Resources Limited	99,262	39,376	–	–	138,638	–	138,638
GTL Limited	163,820	171,372	(165,278)	–	169,914	–	169,914
S&W Fine Foods International Limited	20,531	5,304	(9,732)	–	16,103	–	16,103
DMPL Management Services Pte Ltd.	8,547	1,019	(6,524)	–	3,042	–	3,042
Del Monte Pacific Limited	99,697	84,648	–	–	184,345	–	184,345
Del Monte Foods Incorporated	6,194	(5,898)	–	–	296	–	296
South Bukidnon Fresh Trading, Inc.	–	336	–	–	336	–	336
	624,937	583,749	(364,184)	–	689,874	154,629	844,503

Schedule D – Intangible assets – Other assets

Description	Balance at beginning of period US$'000	Additions through acquisition US$'000	Additions US$'000	Adjustment US$'000	Charged to cost and expenses US$'000	Charged to other accounts US$'000	Currency translation adjustments US$'000	Balance at end of period US$'000
Goodwill	203,432	–	–	–	–	–	–	203,432
Indefinite life trademarks	394,000	–	–	14,043	–	–	–	408,043
Amortisable trademarks	48,303	–	–	(14,043)	(2,276)	–	–	31,984
Customer relationships	113,965	–	–	–	(7,051)	–	–	106,914
Total	**759,700**	–	–	–	(9,327)	–	–	**750,373**

Schedule E – Long-term debt

Title of issue and type of obligation	Amount authorised by indenture US$'000	Outstanding balance US$'000	Current portion of long-term debt US$'000	Non-current portion of long-term debt US$'000	Interest rates	Final maturity
Unsecured bank loans						
BDO Bridging facility	350,000	350,000	350,000	–	90 days libor + 3.5 Margin	2017
BDO long-term loan	100,000	100,000	–	100,000	4.5%	2020
BDO long-term loan	30,000	30,000	–	30,000	4.5%	2020
BDO long-term loan	63,990	63,990	–	63,990	3.5% for the first 60 days; 4.5% for the remaining term + 5% GRT	2020
Secured bank loans						
Secured First lien term loan	710,000	694,025	7,100	686,925	Higher of Libor +3.25% or 4.25%	2016-2021
Secured Second lien term Loan	260,000	260,000	–	260,000	Higher of Libor + 7.25% or 8.25%	2021
Long-term Debt	1,513,990	1,498,015	357,100	1,140,915		
Less: Unamortized debt issue cost	–	–	(4,563)	(24,493)		
			352,537	1,116,422		

Schedule F – Indebtedness to related parties

Description	Name of related party	Balance at beginning of period	Balance at end of period

Not Applicable

Schedule G – Guarantees of securities of other issuers

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee

Not Applicable

Schedule H – Capital stock

						Number of shares held		
Description	**Number of shares authorised ’000**	**Number of shares issued ’000**	**Treasury shares ’000**	**Number of shares issued and outstanding ’000**	**Number of shares reserved for options ’000**	**Related party ’000**	**Directors and officers ’000**	**Others ’000**
Ordinary shares	3,000,000	1,944,936	1,722	1,943,214	1,722	1,303,257	18,852	621,105
Preference shares	600,000	–	–	–	–	–	–	–
	3,600,000	**1,944,936**	**1,722**	**1,943,214**	**1,722**	**1,303,257**	**18,852**	**621,105**

Del Monte Pacific Limited and Subsidiaries
II. SCHEDULE OF EFFECTIVE STANDARDS AND INTERPRETATIONS

INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements Conceptual Framework Phase A: Objectives and qualitative characteristics		✓		
IFRSs Practice Statement Management Commentary				✓
INTERNATIONAL Financial Reporting Standards				
IFRS 1 (Revised)	First-time Adoption of International Financial Reporting Standards			✓
	Amendments to IFRS 1 and IAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate			✓
	Amendments to IFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to IFRS 1: Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters			✓
	Amendments to IFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to IFRS 1: Government Loans			✓
	Amendment to IFRS 1: First-time Adoption of International Financial Reporting Standards - Meaning of 'Effective IFRSs'			✓
IFRS 2	Share-based Payment	✓		
	Amendments to IFRS 2: Vesting Conditions and Cancellations	✓		
	Amendments to IFRS 2: Group Cash-settled Share-based Payment Transactions			✓
	Amendments to IFRS 2: Share-based Payment – Definition of Vesting Condition	✓		
IFRS 3 (Revised)	Business Combinations	✓		
	Business Combinations – Accounting for Contingent Consideration in a Business Combination	✓		
	Business Combinations – Scope Exceptions for Joint Arrangements	✓		
IFRS 4	Insurance Contracts			✓
	Amendments to IAS 39 and IFRS 4: Financial Guarantee Contracts			✓
IFRS 5	Non-current Assets Held for Sale and Discontinued Operations	✓		
	Amendment to IFRS 5: Changes in Methods of Disposal	Not early adopted		
IFRS 6	Exploration for and Evaluation of Mineral Resources			✓
IFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to IAS 39 and IFRS 7: Reclassification of Financial Assets	✓		
	Amendments to IFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to IFRS 7: Disclosures - Transfers of Financial Assets			✓
	Amendments to IFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities	✓		

INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		**Adopted**	**Not Adopted**	**Not Applicable**
	Amendments to IFRS 7: Mandatory Effective Date of IFRS 9 and Transition Disclosures			✓
	Amendments to IFRS 7: Disclosures - Servicing Contracts	Not early adopted		
	Amendments to IFRS 7: Applicability of the Amendments to IFRS 7 to Condensed Interim Financial Statements	Not early adopted		
IFRS 8	Operating Segments	✓		
	Amendments to IFRS 8: Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets	✓		
IFRS 9	Financial Instruments	Not early adopted		
	Amendments to IFRS 9: Mandatory Effective Date of IFRS 9 and Transition Disclosures	Not early adopted		
	Amendments to IFRS 9: Hedge Accounting	Not early adopted		
IFRS 10	Consolidated Financial Statements	✓		
	Amendments to IFRS 10: Investment Entities			✓
	Amendments to IFRS 10: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Not early adopted		
	Amendments to IFRS 10: Applying the Consolidated Exception	Not early adopted		
IFRS 11	Joint Arrangements	✓		
	Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations	Not early adopted		
IFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments to IFRS 12: Investment Entities			✓
IFRS 13	Fair Value Measurement	✓		
	Amendment to IFRS 13: Short-term Receivables and Payables	✓		
	Amendment to IFRS 13: Fair Value Measurement - Portfolio Exception			✓
IFRS 14	Regulatory Deferral Accounts	Not early adopted		
IFRS 15	Revenue from Contracts with Customers	Not early adopted		
IFRS 16	Leases	Not early adopted		
International Accounting Standards				
IAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendment to IAS 1: Capital Disclosures	✓		
	Amendments to IAS 32 and IAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to IAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendments to IAS 1: Presentation of Financial Statements – Disclosure Initiative	Not early adopted		
IAS 2	Inventories	✓		
IAS 7	Statement of Cash Flows	✓		
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		

INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		**Adopted**	**Not Adopted**	**Not Applicable**
IAS 10	Events after the Reporting Period	✓		
IAS 11	Construction Contracts			✓
IAS 12	Income Taxes	✓		
	Amendment to IAS 12 - Deferred Tax: Recovery of Underlying Assets			✓
IAS 16	Property, Plant and Equipment	✓		
	Amendment to IAS 16: Property, Plant and Equipment - Revaluation Method - Proportionate Restatement of Accumulated Depreciation			✓
	Amendment to IAS 16: Clarification of Acceptable Methods of Depreciation and Amortization	Not early adopted		
	Amendment to IAS 16: Agriculture - Bearer Plants	Not early adopted		
IAS 17	Leases	✓		
IAS 18	Revenue	✓		
IAS 19 (Revised)	Employee Benefits	✓		
	Amendments to IAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	✓		
	Amendments to IAS 19: Defined Benefit Plans: Employee Contributions	✓		
	Amendments to IAS 19: Regional Market Issue Regarding Discount Rate	Not early adopted		
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
IAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment: Net Investment in a Foreign Operation	✓		
IAS 23 (Revised)	Borrowing Costs	✓		
IAS 24 (Revised)	Related Party Disclosures	✓		
	Amendments to IAS 24: Key Management Personnel	✓		
IAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
IAS 27 (Amended)	Separate Financial Statements	✓		
	Amendments to IAS 27: Investment Entities			✓
	Amendments to IAS 27: Equity Method in Separate Financial Statements	✓		

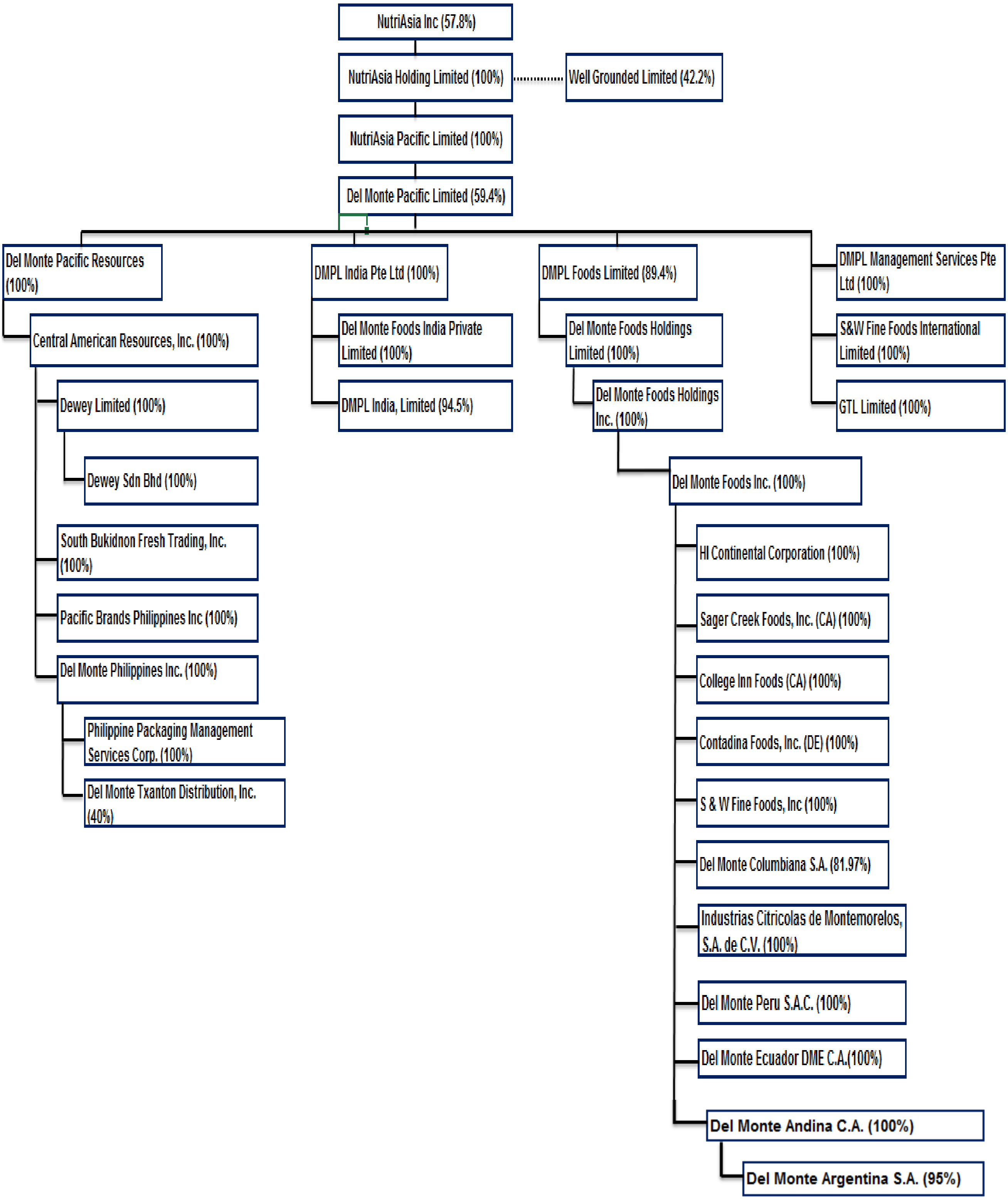
INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		**Adopted**	**Not Adopted**	**Not Applicable**
IAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
	Amendments to IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Not early adopted		
	Amendments to IAS 28: Investment Entities: Applying Consolidation Exception	Not early adopted		
IAS 29	Financial Reporting in Hyperinflationary Economies			✓
IAS 31	Interests in Joint Ventures	✓		
IAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Amendments to IAS 32 and IAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendment to IAS 32: Classification of Rights Issues			✓
	Amendments to IAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
IAS 33	Earnings per Share	✓		
IAS 34	Interim Financial Reporting	✓		
	Amendments to IAS 34: Disclosure of Information ‘Elsewhere in the Interim Financial Report	Not early adopted		
IAS 36	Impairment of Assets	✓		
	Amendments to IAS 36: Recoverable Amount Disclosures for Non-Financial Assets	✓		
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
IAS 38	Intangible Assets	✓		
	Amendments to IAS 38: Revaluation Method - Proportionate Restatement of Accumulated Amortization			✓
	Amendments to IAS 38: Clarification of Acceptable Methods of Depreciation and Amortization	Not early adopted		
IAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to IAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	✓		
	Amendments to IAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions	✓		
	Amendments to IAS 39: The Fair Value Option			✓
	Amendments to IAS 39 and IFRS 4: Financial Guarantee Contracts			✓
	Amendments to IAS 39 and IFRS 7: Reclassification of Financial Assets			✓
	Amendments to IAS 39 and IFRS 7: Reclassification of Financial Assets - Effective Date and Transition			✓
	Amendments to IFRIC - 9 and IAS 39: Embedded Derivatives	✓		
	Amendment to IAS 39: Eligible Hedged Items	✓		
	Amendment to IAS 39: Novation of Derivatives and Continuation of Hedge Accounting			✓
IAS 40	Investment Property			✓
	Amendments to IAS 40			✓

INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		**Adopted**	**Not Adopted**	**Not Applicable**
IAS 41	Agriculture	✓		
	Amendments to IAS 41: Bearer Plants	Not early adopted		
International Financial Reporting and Interpretations Committee				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	Determining Whether an Arrangement Contains a Lease	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under IAS 29, Financial Reporting in Hyperinflationary Economies			✓
IFRIC 8	*Scope of IFRS 2*			✓
IFRIC 9	Reassessment of Embedded Derivatives	✓		
	Amendments to IFRIC - 9 and IAS 39: Embedded Derivatives	✓		
IFRIC 10	*Interim Financial Reporting and Impairment*	✓		
IFRIC 11	IFRS 2 - Group and Treasury Share Transactions			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	✓		
	Amendments to IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓
IFRIC 15	Agreements for the Construction of Real Estate			✓
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
IFRIC 21	Levies			✓
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-15	Operating Leases - Incentives			✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease			✓
SIC-29	Service Concession Arrangements: Disclosures.			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓

INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		**Adopted**	**Not Adopted**	**Not Applicable**
SIC-32	Intangible Assets - Web Site Costs			✓

Note: Standards and interpretations tagged as "Not Applicable" are those standards and interpretations which were adopted but the entity has no significant covered transaction as at 30 April 2016.

III. Map of Relationships of the Companies within the Group



IV. Financial Ratios

Ratio	Formula	30 April 2016	30 April 2015	30 April 2014
(i) Liquidity Analysis Ratios:				
Current Ratio or Working Capital Ratio	Current Assets / Current Liabilities	1.1	1.3	1.0
Quick Ratio	(Current Assets - Inventories - Prepaid expenses and other current assets - Biological Assets – Noncurrent assets held for sale) / Current Liabilities	0.2	0.3	0.2
(ii) Solvency Ratio	Total Assets / Total Liabilities	1.2	1.1	1.1
Financial Leverage Ratios:				
Debt Ratio	Total Debt/Total Assets	0.9	0.9	0.9
Debt-to-Equity Ratio	Total Debt/Total Stockholders' Equity	6.4	7.1	9.2
(iii) Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	7.4	8.1	10.2
(iv) Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	1.6	0.3	-3.1
(v) Debt/EBITDA Ratios	Total Debt/ Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)	9.9	26.6	-55.8
(vi) Profitability Ratios				
Gross Profit Margin	Revenue - Cost of Sales / Revenue	21.25%	18.67%	9.80%
Net Profit Margin attributable to owners of the company	Net Profit attributable to owners / Revenue	2.27%	-1.97%	-11.60%
Net Profit Margin	Net Profit / Revenue	2.40%	-2.24%	-12.91%
Return on Assets	Net Profit / Total Assets	2.02%	-1.87%	-1.98%
Return on Equity	Net Profit / Total Stockholders' Equity	14.93%	-15.11%	-20.15%

ANNEX "G"

DEL MONTE PACIFIC LIMITED

(Incorporated in the British Virgin Islands with limited liability)

This is the Information Memorandum in relation to the renewal of the shareholders' mandate for Interested Person Transactions referred to in Explanatory Note (vi) in the Notice of Annual General Meeting dated 8 August 2016.

INFORMATION MEMORANDUM

in relation to

RENEWAL OF SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

1. BACKGROUND

Pursuant to Chapter 9 of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited, the Company was granted a shareholders' mandate on 26 July 2006 ("**IPT Mandate**") to enable the Company, its subsidiaries and associated companies (as defined in the Appendix* to this Information Memorandum ["**Appendix**"]), or any of them, to enter into any of the transactions falling within the classes of Interested Persons described in the Appendix* ("**Interested Persons**"), provided that such transactions are made on normal commercial terms and in accordance with the review procedures for Interested Person Transactions ("**IPTs**") as set out in the Appendix. This Appendix is a revised and updated version of Appendix 1 of the Company's Circular to shareholders dated 4 July 2006 which provides information on the rationale of the IPT Mandate, the scope of the IPT Mandate, the benefit to shareholders, the classes of Interested Persons, the particulars of the IPTs and the review procedures for IPTs in respect of which shareholders' approval is sought for the IPT Mandate to be renewed.[1]

2. AUDIT AND RISK COMMITTEE'S STATEMENT

Pursuant to Rule 920(1)(c) of the Listing Manual, the Audit and Risk Committee (comprising Mr Benedict Kwek Gim Song, Mr Godfrey E Scotchbrook, Dr Emil Q Javier and Mrs Yvonne Goh) ("**ARC**") confirms that:

(i) the review procedures for IPTs set out in the Appendix ("**Review Procedures**") have not changed since shareholders approved the IPT Mandate at the Company's General Meeting of 26 July 2006; and

(ii) the Review Procedures are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

All transactions carried out with Interested Persons are subject to the periodic review of the ARC to ensure that the prevailing rules and regulations of the Listing Manual (in particular Chapter 9 of the Listing Manual) are complied with.

The ARC will also consider from time to time whether the Review Procedures have become inappropriate or are insufficient to ensure that the transactions are on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

***1** The revisions to this Appendix include deletion of references to San Miguel Corporation and its associates as they had ceased being substantial shareholders in the Company following the NutriAsia Group's acquisition of San Miguel Corporation's 42.2% interest in NutriAsia Pacific Limited on 24 April 2007. Accordingly, San Miguel Corporation and its associates had ceased as Interested Persons with effect from 24 April 2007 and should not be mentioned in the IPT Mandate.*

3. DISCLOSURES

Disclosure will be made in the Company's Annual Report on the aggregate value of all IPTs conducted pursuant to the IPT Mandate during the financial year from 1 May 2015 to 30 April 2016, and in the Annual Reports for the subsequent financial years that the IPT Mandate is renewed and continues in force, in accordance with the form set out in Rule 907 of the Listing Manual. Further, the aggregate value of the transactions conducted pursuant to the IPT Mandate for each quarterly period will also be disclosed in the quarterly financial statements that will be reported in accordance with Rule 705 of the Listing Manual.

The Company will comply with the provisions of Chapter 9 of the Listing Manual in respect of all future IPTs and, if required under the Listing Manual, the Company will seek a fresh mandate from shareholders should the existing guidelines and procedures for transactions with Interested Persons become inappropriate. If a member of the ARC has an interest in a transaction, he will abstain from participating in the review and approval process in relation to that transaction.

The classes of Interested Persons for which the renewal of the IPT Mandate is sought are:

(i) NutriAsia Inc. and its associates (as such term is defined in paragraph 1.5(c) of the Appendix); and

(ii) NutriAsia Holdings Ltd and its subsidiaries.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and substantial shareholders of the Company in the issued share capital of the Company can be found in the Company's FY2016 Annual Report.

NutriAsia Pacific Limited and its respective associates, being Interested Persons in relation to the proposed renewal of the IPT Mandate, will abstain from voting their respective shareholdings (if any) in the Company on Resolution 10 relating to the renewal of the IPT Mandate at the forthcoming Annual General Meeting to be held on 30 August 2016.

APPENDIX

This Appendix is a revised and updated extract of Appendix 1 of the Company's Circular to Shareholders dated 4 July 2006 on the rationale of the IPT Mandate, the scope of the IPT Mandate, the benefit to shareholders, the classes of Interested Persons, the particulars of the IPTs and the review procedures for IPTs in respect of which the IPT Mandate is sought to be renewed.

1. CHAPTER 9 OF THE LISTING MANUAL

*1.1 Chapter 9 of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company's Interested Persons. When this Chapter applies to a transaction and the value of that transaction alone or in aggregation with other transactions conducted with the interested person during the financial year reaches, or exceeds, certain materiality thresholds, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders' approval for that transaction.*

*1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and hence are excluded from the ambit of Chapter 9 of the Listing Manual, immediate announcement and shareholders' approval would be required in respect of transactions with Interested Persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company's latest audited consolidated net tangible assets ("**NTA**")) are reached or exceeded. In particular, shareholders' approval is required for an interested person transaction of a value equal to, or which exceeds:*

(a) 5 per cent. of the listed company's latest audited consolidated NTA; or

(b) 5 per cent. of the listed company's latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Listing Manual) during the same financial year.

*1.3 Based on the latest audited consolidated accounts of the Company and its subsidiaries (the "**DMPL Group**" or "**Group**") for the financial year ended 30 April 2016, the consolidated NTA of the DMPL Group was (US$385,160,470) and 5 per cent of this was (US$19,258,024).*

1.4 Chapter 9 of the Listing Manual permits a listed company, however, to seek a mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company's Interested Persons.

1.5 Under the Listing Manual:

*(a) an "**entity at risk**" means:*

(i) the listed company;

(ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or

*(iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the "**listed group**"), or the listed group and its interested person(s), has control over the associated company;*

*(b) an "**associated company**" means a company in which at least 20% but not more than 50% of its shares are held by the listed company or listed group;*

*(c) an "**associate**" in relation to an interested person who is a director, chief executive officer or controlling shareholder includes an immediate family member (that is, the spouse, child, adopted-child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family has an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;*

*(d) an "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Listing Manual;*

*(e) an "**interested person**"[2] means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder; and*

*(f) an "**interested person transaction**" means a transaction between an entity at risk and an interested person.*

2. RATIONALE FOR THE NEW IPT MANDATE† FOR THE INTERESTED PERSON TRANSACTIONS

It is envisaged that in the ordinary course of their businesses, transactions between companies in the EAR Group (as defined below) and the Company's Interested Persons are likely to occur from time to time. Such transactions would include, but are not limited to, the provision of goods and services in the ordinary course of business of the EAR Group to the Company's Interested Persons or the obtaining of goods and services from them.

*In view of the time-sensitive nature of commercial transactions, the obtaining of a mandate (the "**New IPT Mandate**") pursuant to Chapter 9 of the Listing Manual will enable:*

2 With effect from 24 March 2009, Chapter 9 of the Listing Manual had been amended to include in the definition of "Interested Person" for entities other than a company. Categories of Interested Person had been included for REITs, business trusts and investment funds. The definition of "interested person" for companies however, remains unchanged.

† The IPT Mandate which was approved by shareholders in a general meeting held on 26 July 2006 was subsequently renewed on 27 April 2007, 28 April 2008, 27 April 2009, 28 April 2010, 29 April 2011, 30 April 2012, 30 April 2013, 15 April 2014, and 28 August 2015 respectively.

(a) *DMPL;*

(b) *subsidiaries of DMPL (other than subsidiaries listed on the SGX-ST or an approved exchange); and*

(c) *associated companies of DMPL (other than associated companies listed on the SGX-ST or an approved exchange) over which the DMPL Group, or the DMPL Group and interested person(s) of DMPL has or have control, (together, the "**EAR Group**"), or any of them, in the ordinary course of their businesses, to enter into the categories of transactions ("**Interested Person Transactions**") set out in paragraph 6 below with the specified classes of DMPL's Interested Persons (the "**Interested Persons**") set out in paragraph 5 below, provided such Interested Person Transactions are made on normal commercial terms.*

3. SCOPE OF THE NEW IPT MANDATE†

3.1 The New IPT Mandate will cover Interested Person Transactions as set out in paragraph 6 below.

3.2 The New IPT Mandate will not cover any transaction by a company in the EAR Group with an Interested Person that is below S$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Listing Manual would not apply to such transactions.

3.3 Transactions with Interested Persons (including the Interested Persons) that do not fall within the ambit of the New IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

4. BENEFIT TO SHAREHOLDERS

The New IPT Mandate (and its subsequent renewal thereafter on an annual basis) will enhance the ability of companies in the EAR Group to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for DMPL to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for the entry by the relevant company in the EAR Group into such transactions. This will substantially reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficacy considerably, and allow manpower resources and time to be channeled towards attaining other corporate objectives.

5. CLASSES OF INTERESTED PERSONS

The New IPT Mandate will apply to the Interested Person Transactions which are carried out with the following classes of Interested Persons:

(a) *NutriAsia Inc. and its associates (as such term is defined in paragraph 1.5(c) of this Appendix 1) (the "**NutriAsia Inc. Group**");*

(b) *NutriAsia Holdings Limited and its subsidiaries (the "**NutriAsia Holdings Group**"); and*

(c) *Mr Edgardo M Cruz, Jr, Mr Rolando C Gapud and their respective associates (as such term is defined in paragraph 1.5(c) of this Appendix 1).*

† The IPT Mandate which was approved by shareholders in a general meeting held on 26 July 2006 was subsequently renewed on 27 April 2007, 28 April 2008, 27 April 2009, 28 April 2010, 29 April 2011, 30 April 2012, 30 April 2013, 15 April 2014, and 28 August 2015 respectively.

6. CATEGORIES OF INTERESTED PERSON TRANSACTIONS

The Interested Person Transactions with the Interested Persons (as described in paragraph 5 above) which will be covered by the New IPT Mandate are set out below:

(a) ***General Transactions***

*This category relates to general transactions ("**General Transactions**") in connection with the provision to, or the obtaining from, Interested Persons of products and services in the normal course of business of the EAR Group or which are necessary for the day-to-day operations of the EAR Group comprising the following:*

(i) the sale and/or purchase, or joint sale and/or purchase, of packaging materials, food/food-related supplies/items and livestock;

(ii) the provision and obtaining of expansion of food service distribution;

(iii) the provision and obtaining of food preparation, manufacturing, processing, toll packing and related services;

(iv) the provision and obtaining of, and sale/purchase of, technical, IT, insurance and other related services (such as warehouse/inventory management software support etc.);

(v) the provision and obtaining of call centre and customer hotline services; and

(vi) the provision or the obtaining of such other products and/or services which are incidental to or in connection with the provision or obtaining of products and/or services in sub-paragraphs (i) to (v) above and which are recurring transactions of a revenue or trading nature or necessary for its business.

(b) ***Treasury Transactions***

*Treasury transactions ("**Treasury Transactions**") comprise the entry into with any Interested Person of forex, swap and option transactions for hedging purposes or in connection with the operations of the DMPL Group.*

The EAR Group may be able to benefit from competitive rates and quotes in an expedient manner on the entry into any forex, swap and option transactions with any Interested Persons.

7. REVIEW PROCEDURES FOR INTERESTED PERSON TRANSACTIONS

7.1 The EAR Group has established the following procedures to ensure that Interested Person Transactions are undertaken on an arm's length basis and on normal commercial terms.

(a) ***General Transactions***

<u>Review Procedures</u>

In general, there are procedures established by the EAR Group to ensure that Interested Person Transactions with Interested Persons are undertaken on an arm's length basis and on normal commercial terms consistent with the EAR Group's usual business practices and policies, which are generally no more favourable to the Interested Persons than those extended to unrelated third parties.

In particular, the following review procedures have been put in place.

(aa) ***Provision of Services or the Sale of Products***

The review procedures are:

(i) all contracts entered into or transactions with Interested Persons are to be carried out at the prevailing market rates or prices of the service or product providers, on terms which are no more favourable to the Interested Person than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential rates/prices/discounts accorded to corporate customers or for bulk purchases) or otherwise in accordance with applicable industry norms; and

(ii) where the prevailing market rates or prices are not available due to the nature of the service to be provided or the product to be sold, the EAR Group's pricing for such services to be provided or products to be sold to Interested Persons is determined in accordance with the EAR Group's usual business practices and pricing policies, consistent with the usual margin to be obtained by the EAR Group for the same or substantially similar type of contract or transaction with unrelated third parties. Such comparisons are based on the EAR Group's business experience in relation to those services or products previously provided or sold, which are as comparable as possible to the service or product to be provided or sold. In determining the transaction price payable by Interested Persons for such services or products, factors such as, but not limited to, quantity, volume, consumption, customer requirements, specifications, duration of contract and strategic purposes of the transaction will be taken into account.

(bb) ***Obtaining of Services or the Purchasing of Products***

The review procedures are:

(i) all purchases made by the EAR Group, including purchases from Interested Persons, are governed by the same internal control procedures which detail matters such as the constitution of internal approving authorities, their monetary jurisdictions, the number of vendors from whom bids are to be obtained and the review procedures. The guiding principle is to objectively obtain the best products and/or services on the best terms. In determining whether the price and terms offered by vendors, including Interested Persons, are fair and reasonable, factors such as, but not limited to, delivery schedules,

specification compliance, track record, experience and expertise, and where applicable, preferential rates, rebates or discounts accorded for bulk purchases, will also be taken into account; and

(ii) *in the event that quotations from unrelated third party vendors cannot be obtained (for instance, if there are no unrelated third party vendors of similar products or services, or if the product is a proprietary item), both the Chief Financial Officer ("***CFO***") and Chief Executive Officer ("***CEO***") of the Company (as long as they have no interest, direct or indirect in that transaction), will determine whether the price and terms offered by the Interested Persons are fair and reasonable by using their business experience in relation to those services or products previously obtained or purchased, which are as comparable as possible to the service or product to be obtained or purchased and will ensure that the terms of supply will (where applicable) be in accordance with, or not higher than, industry norms. If any one of the two has an interest in the transaction, whether direct or indirect, the reasonableness of the price shall be determined by the Audit and Risk Committee of the Company ("***ARC***").*

(b) ***Treasury Transactions***

Review Procedures

In general, there are procedures established by the EAR Group to ensure that Treasury Transactions with Interested Persons are undertaken on an arm's length basis and on normal commercial terms consistent with the EAR Group's usual business practices and policies, which are generally no more favourable to the Interested Persons than those extended to unrelated third parties.

In relation to forex, swap and option transactions with any Interested Person by the EAR Group, the Company will require that rate quotations shall be obtained from such Interested Person and at least two commercial banks. The EAR Group will only enter into such forex, swap or option transactions with such Interested Person provided that such terms quoted are no less favourable than the terms quoted by such banks.

7.2 *In addition to the review procedures, the EAR Group will supplement its internal systems to ensure that Interested Person Transactions are undertaken with Interested Persons on an arm's length basis and on normal commercial terms as follows:*

(a) *each Interested Person Transaction equal to or exceeding S$100,000 (or such equivalent in US$) but less than S$1 million (or such equivalent in US$) in value will be endorsed by the CFO of the Company, approved by the CEO of the Company and the ARC shall be advised; and*

(b) *each Interested Person Transaction equal to or exceeds S$1 million (or such equivalent in US$) in value will be endorsed by the CFO and CEO of the Company respectively and approved by the ARC.*

Where the CFO of the Company has any interest, direct or indirect, in the Interested Person Transaction, such Interested Person Transaction shall be approved by the CEO of the Company. Where such CEO is not available, the ARC shall approve such Interested Person Transaction.

Where the CEO of the Company has any interest, direct or indirect, in the Interested Person Transaction, such Interested Person Transaction shall be approved by the ARC. Where any member of the ARC is interested in any of the Interested Person Transactions, he will abstain from voting in relation to such transactions.

7.3 The Company will maintain a register of transactions carried out with Interested Persons pursuant to the New IPT Mandate (recording the transaction values, basis, including the quotations obtained to support such basis, on which they were entered into), and the Company's internal audit plan will incorporate an annual review of all transactions entered into in the relevant financial year pursuant to the New IPT Mandate.

7.4 The ARC shall review the internal audit report on Interested Person Transactions to ascertain that the established review procedures to monitor Interested Person Transactions have been complied with. The ARC shall review the Interested Person Transactions on a quarterly basis.

7.5 If, during these periodic reviews by the ARC, the ARC is of the view that the review procedures as stated above have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the EAR Group are conducted, the Company will revert to Shareholders for a fresh mandate based on new guidelines and review procedures to ensure that Interested Person Transactions will be on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

8. EXPIRY AND SUBSEQUENT RENEWAL OF THE NEW IPT MANDATE

If approved by Shareholders at the Annual General Meeting of the Company which is scheduled to be held on 30 August 2016, the New IPT Mandate will take effect from the date of passing of the ordinary resolution relating thereto and will continue in force until the conclusion of the next Annual General Meeting of the Company, unless revoked or varied by the Company in a general meeting.

The Company will seek the approval of Shareholders for the subsequent renewal of the New IPT Mandate at every Annual General Meeting, subject to the satisfactory review by the ARC of the continued requirements of the New IPT Mandate and the procedures for the Interested Person Transactions.

9. DISCLOSURE OF INTERESTED PERSON TRANSACTIONS PURSUANT TO THE NEW IPT MANDATE

The Company will announce the aggregate value of transactions conducted with Interested Persons pursuant to the New IPT Mandate for the quarterly financial periods which the Company is required to report on pursuant to the Listing Manual and within the time required for the announcement of such report.

Disclosure will be made in the Annual Report of the Company for the financial year ended 30 April 2016 of the aggregate value of transactions conducted with Interested Persons pursuant to the New IPT Mandate during the financial year, and will be made in the Company's Annual Reports for subsequent financial years that the New IPT Mandate continues to be in force, in accordance with the requirements of Chapter 9 of the Listing Manual.

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ANNEX "H"

CIRCULAR DATED 8 AUGUST 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Del Monte Pacific Limited (the "**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 General Meeting 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 General Meeting 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 at once hand this circular with the Notice of General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

Neither the Singapore Exchange Securities Trading Limited ("**SGX-ST**") nor the Philippine Stock Exchange, Inc. ("**PSE**") assumes any responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this circular.

Del Monte Quality ®

DEL MONTE PACIFIC LIMITED
(Incorporated in British Virgin Islands with limited liability on 27 May 1999)

CIRCULAR TO SHAREHOLDERS
IN RELATION TO THE PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

Important Dates and Times:

Last date and time for lodgement of Proxy Form	:	28 August 2016 at 10.30 a.m.
Date and time of General Meeting	:	30 August 2016 at 10.30 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting to be held at 10.00 a.m. on the same day and at the same place)
Place of General Meeting	:	Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908

CONTENTS

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

"Act"	:	Business Companies Act 2004 of the British Virgin Islands as amended, modified or supplemented from time to time
"AGM"	:	Annual General Meeting of the Company
"Articles"	:	Articles of Association of the Company
"Associated Company"	:	A company in which at least 20% but not more than 50% of its shares are held by the listed company or group
"Board"	:	The Board of Directors of the Company for the time being
"BVI"	:	British Virgin Islands
"CDP"	:	The Central Depository (Pte) Limited
"Circular"	:	This circular to Shareholders dated 8 August 2016
"Company"	:	Del Monte Pacific Limited, a company incorporated in the British Virgin Islands
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company. The Exchange may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
"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
"Depository Register"	:	A register maintained by the CDP or PDTC in respect of the Shares
"Directors"	:	The directors of the Company as at the date of this Circular
"EPS"	:	Earnings per Share
"FY"	:	The financial year ended or ending 30 April
"GM"	:	The General Meeting of the Company to be held on Tuesday, 30 August 2016 at 10.30 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting to be held at 10.00 a.m. on the same day and at the same place), at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908
"Group"	:	The Company and its subsidiaries
"Latest Practicable Date"	:	8 July 2016, being the latest practicable date prior to the printing of this Circular
"Listing Rules"	:	The rules of the Listing Manual
"Listing Manual"	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
"Market Day"	:	A day on which the SGX-ST is open for trading in securities
"Memorandum and Articles"	:	The memorandum and articles of association of the Company

DEFINITIONS

"Notice of GM"	:	The notice of the GM as set out on pages N1 to N3 of this Circular
"NTA"	:	Net tangible assets
"PDTC"	:	The Philippine Depository & Trust Corporation
"PSE"	:	The Philippine Stock Exchange, Inc.
"SFA"	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Share"	:	Ordinary share(s) of US$0.01 each in the capital of the Company
"Shareholder"	:	The registered holder/holders of the Shares except that where the registered holder is CDP or the PCD Nominee (in PDTC), the term "Shareholders" shall, in relation to such Shares and where the context admits, mean the persons named as depositors in the Depository Register maintained by CDP or PDTC and into whose Securities Accounts those Shares are credited. Any reference to Shares held by Shareholders shall include Shares standing to the credit of the respective Shareholders' Securities Account
"Share Purchase Mandate"	:	A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in the Circular as well as the rules and regulations set forth in the Listing Manual
"Subsidiary"	:	A company in which at least 50 per cent. of its shares is held by the Company and over which the Company has control
"Substantial Shareholder"	:	A Shareholder who has an interest in not less than five per cent. (5%) of the issued Shares
"Take-over Code"	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
"trading day"	:	A day on which Shares are traded on the SGX-ST
"Treasury Shares"	:	Such shares as defined in the Act or any other statutory modification thereof. For the purpose of the Listing Rules, treasury shares will be excluded from references to "issued share capital" and "equity securities", and for the calculation of market capitalization and public float where referred to in the Listing Manual
"US$" and "US cents"	:	US dollar and cents respectively
"%" or "per cent."	:	Per centum or percentage

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine shall, where applicable, include the feminine and neuter gender and vice versa. References to persons shall, where applicable, 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 under the Act or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the Act, or any statutory modification thereof, unless otherwise provided.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

DEL MONTE PACIFIC LIMITED
(Incorporated in British Virgin Islands with limited liability on 27 May 1999)

Directors:	***Registered Office:***
Mr Rolando C Gapud (Executive Chairman)	Craigmuir Chambers
Mr Joselito D Campos, Jr (Managing Director and Chief Executive Officer)	PO Box 71
Mr Edgardo M Cruz, Jr (Executive Director)	Road Town, Tortola
Mr Benedict Kwek Gim Song (Lead Independent Director)	British Virgin Islands
Mr Godfrey E Scotchbrook (Independent Director)	
Dr Emil Q Javier (Independent Director)	
Mrs Yvonne Goh (Independent Director)	

8 August 2016

To: The Shareholders of Del Monte Pacific Limited

Dear Sir/Madam,

Circular to Shareholders in relation to the Proposed Renewal of the Share Purchase Mandate

1. INTRODUCTION

1.1 General Meeting

The Board is proposing to convene a GM to seek the Shareholders' approval for the proposed renewal of the Share Purchase Mandate.

1.2 Purpose of this Circular

The purpose of this Circular is to explain the reasons for, and to provide Shareholders with, information relating to the aforesaid proposal and to seek Shareholders' approval in relation thereto at the GM to be held at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908 on 30 August 2016 at 10.30 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting to be held at 10.00 a.m. on the same day and at the same place). The Notice of the GM is set out on pages N1 to N3 of this Circular.

This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched to by the Company) or for any other purpose.

2. THE PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

2.1 Background

The Company's existing Share Purchase Mandate was approved by the Shareholders at the General Meeting held on 28 August 2015 (the "**2015 GM**"). The Share Purchase Mandate was expressed to take effect on the date of the passing of the Ordinary Resolutions at the 2015 GM and will expire on the date of the forthcoming AGM, which will be held on 30 August 2016 immediately preceding the GM to be held on the same date. It is proposed that such authority be renewed.

As the Company is incorporated in the BVI, it is not subject to the Companies Act, Cap. 50. Therefore, any purchase or acquisition of Shares by the Company will have to be made in accordance with, and in the manner prescribed by the Act, the Memorandum and Articles, the Listing Manual, and such other laws and regulations as may for the time being be applicable.

The Articles provide that any purchase of Shares by the Company shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit, and subject also to the Act, the Memorandum, and for so long as the Shares are listed on the SGX-ST (or any other stock exchange on which the Shares are quoted or listed), the prior approval of the Shareholders in a general meeting. Accordingly, approval is being sought from Shareholders at the GM for the proposed renewal of the Share Purchase Mandate and a motion will be proposed as an ordinary resolution at the GM whereby the Directors will be given the authority to exercise all powers of the Company to purchase its own Shares on the terms of the Share Purchase Mandate.

If the motion in relation to the proposed renewal of the Share Purchase Mandate is approved by Shareholders at the GM, the authority conferred by the Share Purchase Mandate will continue in force until the date on which the next AGM is held or required by law or the Articles to be held (whereupon it will lapse, unless renewed at such meeting) or until it is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM), provided that the Share Purchase Mandate shall be valid for a period not exceeding 12 months from the date of the GM at which the Share Purchase Mandate is approved (the "**Approval Date**").

As at the Latest Practicable Date, 1,721,720 Shares were held as Treasury Shares.

2.2 Rationale

The rationale for the Company to undertake a purchase or acquisition of its Shares is as follows:

(a) in managing the business of the Group, management will strive to increase Shareholders' value by improving, inter alia¸ the return on equity of the Company. A share purchase may be considered as an avenue through which the return on equity of the Company may be enhanced.

(b) The Share Purchase Mandate is an available option for the Company to return surplus cash over, if any, and above its ordinary capital requirements and possible investment needs of the Group to its Shareholders in an expedient and cost effective manner. In addition, the Share Purchase Mandate will allow the Company to have greater flexibility over, inter alia, the Company's share capital structure and its dividend policy.

(c) Share purchase programmes help buffer short-term share price volatility and offset the effects of short-term speculators and investors and, in turn, bolster Shareholder confidence and employee morale.

(d) Shares purchased by the Company and held in treasury may be transferred for the purposes of or, pursuant to employees share option or, award schemes.

Shareholders can be assured that purchases of its Shares by the Company would only be made in circumstances where it is considered to be in the best interests of the Company, after considering relevant factors such as working capital requirements, availability of financial resources, expansion and investment plans of the Group as a whole, the prevailing market conditions and the most cost-effective and efficient approach. Further, the Directors do not propose to carry out purchases to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company or Group.

The approval of the Share Purchase Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake share purchases or acquisitions at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the said five per cent. (5%) limit, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full extent of five per cent. (5%) as authorised and no purchases or acquisitions of Shares will be made in circumstances which would have or may have a material adverse effect on the financial position of the Company.

2.3 The Act and the Articles

Under the Act and the Articles, the purchase by the Company of its Shares may be made at a price lower than the fair value and may only be funded out of its surplus or in exchange for newly issued Shares of equal value. In particular, the purchase of its Shares may be funded out of surplus available for dividend or distribution, including its share premium account, before the Shares are purchased.

Surplus is defined by the Act as "the excess, if any, at the time of the determination, of the total assets of the company over the sum of its total liabilities, as shown in the books of account, plus its capital". Capital is defined as "the sum of the aggregate par value of all outstanding shares with par value of the company and shares with par value held by the company as treasury shares plus (a) the aggregate of the amounts designated as capital of all outstanding shares without par value of the company and shares without par value held by the company as treasury shares, and (b) the amount as are from time to time transferred from surplus to capital by a resolution of directors".

Under the Act and the Articles, no purchase by the Company of its own Shares can be effected unless the Directors have, before the purchase of Shares, determined the following:

(a) that immediately after the purchase, redemption or acquisition, the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business; and

(b) the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes as shown in the books of accounts, and its capital; and in the absence of fraud, the decision of the Directors as to realisable value of the assets of the Company is conclusive.

To ensure that the Company complies with the statutory requirements, all purchases of Shares in accordance with the Share Purchase Mandate shall be subject to the prior review and endorsement of both the Chief Financial Officer and Chief Executive Officer of the Company based on guidelines determined by the Directors.

As at the Latest Practicable Date, the Directors confirm that the Company has sufficient Surplus available to purchase the maximum number of Shares permitted under the Share Purchase Mandate in accordance with the requirements of the Act.

The Company will, from time to time, evaluate the fair value of its Shares on the basis of its NTA backing, projected performance of the Company and industry market comparable to determine the appropriate time to purchase Shares in order to enhance Shareholders' value.

2.4 The Terms of the Share Purchase Mandate

The authority and limitations placed on purchases of Shares by the Company under the Share Purchase Mandate, if renewed at the GM are substantially the same as approved by Shareholders at the 2015 GM and are summarised below.

2.4.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased is limited to that number of Shares representing not more than five per cent. (5%) of the total number of issued Shares (excluding any Treasury Shares held by the Company) as at the Approval Date.

For illustrative purposes only, based on the existing issued share capital of the Company as at the Latest Practicable Date of 1,944,935,826 Shares, and excluding 1,721,720 Treasury Shares as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the GM, not more than 97,160,705 Shares (representing five per cent. (5%) of the issued Shares excluding Treasury Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

2.4.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

(a) the date on which the next AGM is held or required by law or the Articles to be held;

(b) the date on which the share purchases pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or

(c) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by the Shareholders in a general meeting.

2.4.3 Manner of Purchase of Shares

The Company intends to comply with the Listing Manual in relation to its Share purchases or acquisitions pursuant to the Share Purchase Mandate notwithstanding the absence of any such requirements under the Act and/or in its Memorandum and Articles.

In accordance with the Listing Manual, purchases of Shares may be made by way of, inter alia:

(a) market purchases (each a "**Market Purchase**"), transacted on the SGX-ST (or any other stock exchange on which the Shares may for the time being be listed or quoted), through one or more duly licensed stockbrokers/dealers appointed by the Company for the purpose; and/or

(b) off-market purchases (each an "**Off-Market Purchase**") (if effected otherwise than on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted) in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

An Off-Market Purchase must, however, satisfy all of the following conditions:

(a) offers for the purchase or acquisition of Shares shall be made to every person who holds issued shares to purchase or acquire the same percentage of their Shares;

(b) all of those persons shall be given a reasonable opportunity to accept the offers made; and

(c) the terms of all the offers are the same, except that there shall be disregarded:

    (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

    (ii) differences (if applicable) in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and

    (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares in board lots of 100 Shares after the Share Purchases, in the event that there are offeree Shareholders holding odd numbers of Shares.

In addition, the Listing Rules provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

(a) the terms and conditions of the offer;

(b) the period and procedures for acceptances;

(c) the reasons for the proposed Share purchase;

(d) the consequences, if any, of Share purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;

(e) whether the Share purchase, if made, would have any effect on the listing of the Shares on SGX-ST (or any other stock exchange on which the Shares may for the time being be listed or quoted);

(f) details of any share purchases made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(g) whether the Shares purchased by the issuer will be cancelled or kept as Treasury Shares.

2.4.4 Maximum Purchase Price

In the case of a Market Purchase, the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) (the "**Maximum Purchase Price**") to be paid for the Shares will be determined by the Directors.

However, the Maximum Purchase Price to be paid for a Share as determined by the Directors must not exceed:

(a) in the case of a Market Purchase, 105 per cent. (105%) of the Average Closing Price (as defined hereinafter); and

(b) in the case of an Off-Market Purchase, 130 per cent. (130%) multiplied by the average closing prices of the Shares over the last five consecutive Market Days on which transactions in the Shares were recorded immediately preceding the date on which the Company announces its intentions to make an offer for the purchase or acquisition of Shares stating therein the purchase price for each Share and the relevant terms of the equal access scheme effecting the Off-Market Purchase.

in either case, excluding related expenses of the purchase.

For the above purposes:

"**Average Closing Price**" is the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted, preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant five (5) market day period;

"**day of the making of the offer**" means the day on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"**market day**" means a day on which the SGX-ST is open for trading in securities.

2.5 Status of Purchased Shares under the Share Purchase Mandate

Under the Act and the Articles, the Shares that are purchased or acquired by the Company may be cancelled or held as Treasury Shares (except to the extent that such shares are in excess of 80 per cent. (80%) of the issued Shares, in which case they shall be cancelled but they shall be available for reissue). The Company currently has 1,721,720 issued Shares held in treasury.

Shares purchased by the Company which are cancelled will be automatically de-listed by the SGX- ST (or any other stock exchange on which the Shares may for the time being be listed or quoted). Certificates in respect of cancelled purchased Shares will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase. The Shares purchased may be cancelled to further enhance the Company's return on equity and increase the value of its equity for its Shareholders.

Shares purchased by the Company which are held in treasury shall only be treated as outstanding for the purposes of determining the capital of the Company. The Shares held in treasury shall not be entitled to vote or to have dividends paid thereon and are therefore considered disabled.

2.6 Treasury Shares

Under the Act, a company may, if authorised by its articles of association, purchase its own shares. The shares so purchased may either be cancelled (in which event, the Company's issued, but not its authorised, capital will be diminished accordingly) or may be held as Treasury Shares. Under the laws of the BVI, if a company holds shares as Treasury Shares, the company shall be entered in the register of members as a member holding the shares but the company is not permitted to exercise any rights in respect of those shares (including any right to attend and vote at meetings) and no dividend or other distribution (whether in cash or otherwise) shall be paid or made to the Company in respect of such shares.

No acquisition by a company of its own shares to be held as Treasury Shares may be effected unless the Directors determine that immediately after the purchase that the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes as shown in the books of accounts, and its capital; and, in the absence of fraud, the decision of the Directors as to the realisable value of the assets of the Company is conclusive.

A company that acquires its own shares to be held as Treasury Shares may:

(a) hold all or any of the shares;

(b) dispose of or transfer all or any of the shares for cash or other considerations; or

(c) cancel all or any of the shares.

The Company may transfer any Treasury Shares for the purpose of or pursuant to an employee share option or award scheme. The number of Shares held as Treasury Shares cannot at any time exceed 80 per cent. (80%) of the total issued Shares.

2.7 Source of Funds for Share Purchase

In purchasing Shares pursuant to the proposed Share Purchase Mandate, the Company may only apply funds available for such purchases in accordance with the Act and its Articles. In particular, the purchase of Shares may only be funded out of the Company's Surplus.

The Company will principally use its internal sources of funds or external borrowings or a combination of both to finance the purchases or acquisitions of Shares, including its revenue reserves, pursuant to the Share Purchase Mandate.

Where the consideration paid by the Company for a purchase or acquisition of Shares is made out of distributable profits, such consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for a purchase or acquisition of Shares is made out of capital, the amount available for a distribution of cash dividends by the Company will not be reduced.

The Directors will consider the appropriate gearing level to ensure solvency. The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the working capital requirements or investment ability of the Company would be materially and adversely affected. The purchase of the Shares will only be effected after considering relevant factors such as working capital requirements, availability of financial resources, expansion and investment plans of the Group as a whole and prevailing market conditions.

2.8 Financial Effects of the Share Purchase Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, inter alia, the aggregate number of Shares are purchased or acquired, the consideration paid at the relevant time and whether the Shares purchased or acquired are held in treasury or are cancelled.

The purchase of Shares, if cancelled, will result in a reduction in the capital of the Company by an amount equivalent to the par value of the Shares and in the Company's surplus, which consists of the share premium, translation reserves and revenue reserves ("**Distributable Reserves**") by the balance of the purchase price. If the capital of the Company is reduced by a cancellation of Shares, the Directors must have, before the cancellation, made determinations to ensure that:

(a) the capital of the Company will not be reduced to an amount that is less than the sum of the aggregate par value of all outstanding shares with par value and all shares with par value held by the Company as Treasury Shares and the aggregate of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company as Treasury Shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company; and

(b) a reduction of capital will not be effected unless the Directors determine that immediately after reduction, the Company will be able to satisfy its liabilities as they become due in the ordinary course of business, and that the realisable value of the assets of the Company will not be less than its total liabilities other than deferred taxes, as shown in the books of account, and its remaining capital; and, in the absence of fraud, the decision of the Directors as to the realisable value of the assets of the Company is conclusive.

It is not possible for the Company to realistically calculate or quantify the impact of purchase that may be made pursuant to the proposed Share Purchase Mandate on the net asset value and EPS as it would largely depend, inter alia, on the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time and whether the Shares purchased or acquired are held in treasury or cancelled. However, on the basis of the audited consolidated financial position of the Company as at 30 April 2016 (being the date to which the latest published audited financial statements of the Company have been made up) and, in particular, having regard to the amount of Distributable Reserves that are available for payment as dividends, the working capital and gearing position of the Company at that time and the number of Shares as at the Latest Practicable Date, the Directors consider that the purchase of up to the maximum number of Shares permitted by the Share Purchase Mandate during the period which the Share Purchase Mandate is expressed to be in force is not expected to have an adverse effect on the consolidated financial position of the Company.

For illustrative purposes only, based on the existing issued share capital of the Company as at the Latest Practicable Date of 1,944,935,826 Shares, and excluding 1,721,720 Treasury Shares as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the GM, the purchase by the Company of up to the maximum limit of five per cent. (5%) of its issued Shares excluding Treasury Shares will result in the purchase or acquisition of 97,160,705 Shares. It is assumed the Average Closing Price is S$0.341 and using exchange rate of US$1:S$1.350.

In the case of a Market Purchase by the Company and assuming that the Company purchases or acquires 97,160,705 Shares at the Maximum Purchase Price of S$0.358 or US$0.265 for one Share (being the price equivalent to 105 per cent. (105%) above the average of the closing market prices of the Shares over the last five (5) Market Days preceding the day of the Market Purchase on which transactions in the Shares were recorded), the maximum amount of funds required for the purchase or acquisition of 97,160,705 Shares is S$34,759,242 or US$25,747,587. This calculation is based on the assumption that the purchase consideration will be funded 100 per cent. (100%) through bank loans at an interest rate of five per cent. (5%) per annum.

In the case of an Off-Market Purchase by the Company and assuming that the Company purchases or acquires 97,160,705 Shares at the Maximum Purchase Price of S$0.443 or US$0.328 for one Share (being the price equivalent to 130 per cent. (130%) above the average of the closing market prices of a Share for the five Market Days on which transactions in the Shares were recorded, preceding the date of the announcement of the offer for the Off-Market Scheme, the maximum amount of funds required for the purchase or acquisition of 97,160,705 Shares is S$43,022,760 or US$31,868,711. This calculation is based on the assumption that the purchase consideration will be funded 100 per cent. (100%) through bank loans at an interest rate of five per cent. (5%) per annum.

Assuming the above, the financial effects of the:

(i) acquisition of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made entirely out of capital and held as Treasury Shares;

(ii) acquisition of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made entirely out of capital and cancelled;

(iii) acquisition of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made entirely out of profits and held as Treasury Shares; and

(iv) acquisition of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made entirely out of profits and cancelled,

on the audited financial statements of the Group and the Company for the financial year ended 30 April 2016 are as follows:

(i) Purchases made entirely out of capital and held as Treasury Shares

	<---------------- Group	--------------->		<-------------- Company	------------->	
(US$'000)	**Before Share Purchase**	**After Share Purchase assuming Market Purchase**	**After Share Purchase assuming Off-Market Purchase**	**Before Share Purchase**	**After Share Purchase assuming Market Purchase**	**After Share Purchase assuming Off-Market Purchase**
At 30 April 2016	366,014	366,014	366,014	304,182	304,182	304,182
Treasury share	(802)	(26,550)	(32,671)	(802)	(26,550)	(32,671)
Shareholders' funds	365,212	339,464	333,343	303,380	277,632	271,511
NTA	(385,161)	(410,909)	(417,030)	303,380	277,632	271,511
Current Assets	1,193,509	1,193,509	1,193,509	145,858	145,858	145,858
Current Liabilities	1,045,875	1,071,623	1,077,744	464,928	490,676	496,797
Working Capital	147,634	121,886	115,765	(319,070)	(344,818)	(350,939)
Total Borrowings	1,843,782	1,869,530	1,875,651	477,864	503,612	509,733
Cash and cash equivalents	47,203	47,203	47,203	361	361	361
Profit after tax and minority interest	54,532	54,532	54,532	51,534	51,534	51,534
Treasury shares ('000)	(1,722)	(98,883)	(98,883)	(1,722)	(98,883)	(98,883)
No. of outstanding shares ('000)	1,943,214	1,846,053	1,846,053	1,943,214	1,846,053	1,846,053
Financial Ratios						
NTA per Share (cents) [1]	(19.82)	(22.26)	(22.59)	15.61	15.04	14.71
Basic EPS (cents) [2]	2.65	2.79	2.79	2.65	2.79	2.79
Net gearing (times) [3]	4.92	5.37	5.49	1.57	1.81	1.88
Return on equity (%) [4]	15.82	16.43	16.59	18.11	18.97	19.19

Notes:

(1) NTA per Share equals to NTA divided by the number of Shares outstanding as at 30 April 2016.

(2) Basic EPS equals to profit attributable to Shareholders divided by the weighted average number of Shares outstanding during the year ended 30 April 2016 of 1,943,609,225 Shares. Whereas, the basic EPS of After Share Purchase was computed based on the weighted average number of shares, as Latest Practicable Date, of 1,846,448,520.

(3) Net gearing equals to total borrowings net of cash and cash equivalents divided by Shareholders' funds.

(4) Return on equity equals profit after tax and minority interest divided by average Shareholders' funds.

(ii) Purchases made entirely out of capital and cancelled

(US$'000)	<---------------- Group	---------------	--------------->	<-------------- Company	-------------	------------->
	Before Share Purchase	**After Share Purchase assuming Market Purchase**	**After Share Purchase assuming Off-Market Purchase**	**Before Share Purchase**	**After Share Purchase assuming Market Purchase**	**After Share Purchase assuming Off-Market Purchase**
At 30 April 2016	366,014	366,014	366,014	304,182	304,182	304,182
Share capital	–	(972)	(972)	–	(972)	(972)
Share premium	–	(24,776)	(30,897)	–	(24,776)	(30,897)
Treasury shares	(802)	(802)	(802)	(802)	(802)	(802)
Shareholders' funds	365,212	339,464	333,343	303,380	277,632	271,511
NTA	(385,161)	(410,909)	(417,030)	303,380	277,632	271,511
Current Assets	1,193,509	1,193,509	1,193,509	145,858	145,858	145,858
Current Liabilities	1,045,875	1,071,623	1,077,744	464,928	490,676	496,797
Working Capital	147,634	121,886	115,765	(319,070)	(344,818)	(350,939)
Total Borrowings	1,843,782	1,869,530	1,875,651	477,864	503,612	509,733
Cash and cash equivalents	47,203	47,203	47,203	361	361	361
Profit after tax and minority interest	54,532	54,532	54,532	51,534	51,534	51,534
No. of outstanding shares ('000)	1,943,214	1,846,053	1,846,053	1,943,214	1,846,053	1,846,053
Financial Ratios						
NTA per Share (cents) (1)	(19.82)	(22.26)	(22.59)	15.61	15.04	14.71
Basic EPS (cents) (2)	2.65	2.79	2.79	2.65	2.79	2.79
Net gearing (times) (3)	4.92	5.37	5.49	1.57	1.81	1.88
Return on equity (%) (4)	15.82	16.43	16.59	18.11	18.97	19.19

Notes:

(1) *NTA per Share equals to NTA divided by the number of Shares outstanding as at 30 April 2016.*

(2) *Basic EPS equals to profit attributable to Shareholders divided by the weighted average number of Shares outstanding during the financial year ended 30 April 2016 of 1,943,609,225 Shares. Whereas, the basic EPS of After Share Purchase was computed based on the weighted average number of shares, as Latest Practicable Date, of 1,846,448,520.*

(3) *Net gearing equals to total borrowings net of cash and cash equivalents divided by Shareholders' funds.*

(4) *Return on equity equals profit after tax and minority interest divided by average Shareholders' funds.*

(iii) Purchases made entirely out of profits and held as Treasury Shares

(US$'000)	<---------------- Group ---------------> Before Share Purchase	After Share Purchase assuming Market Purchase	After Share Purchase assuming Off-Market Purchase	<-------------- Company -------------> Before Share Purchase	After Share Purchase assuming Market Purchase	After Share Purchase assuming Off-Market Purchase
At 30 April 2016	366,014	366,014	366,014	304,182	304,182	304,182
Treasury share	(802)	(26,550)	(32,671)	(802)	(26,550)	(32,671)
Shareholders' funds	365,212	339,464	333,343	303,380	277,632	271,511
NTA	(385,161)	(410,909)	(417,030)	303,380	277,632	271,511
Current Assets	1,193,509	1,193,509	1,193,509	145,858	145,858	145,858
Current Liabilities	1,045,875	1,071,623	1,077,744	464,928	490,676	496,797
Working Capital	147,634	121,886	115,765	(319,070)	(344,818)	(350,939)
Total Borrowings	1,843,782	1,869,530	1,875,651	477,864	503,612	509,733
Cash and cash equivalents	47,203	47,203	47,203	361	361	361
Profit after tax and minority interest	54,532	54,532	54,532	51,534	51,534	51,534
Treasury shares ('000)	(1,722)	(98,883)	(98,883)	(1,722)	(98,883)	(98,883)
No. of outstanding shares ('000)	1,943,214	1,846,053	1,846,053	1,943,214	1,846,053	1,846,053
Financial Ratios						
NTA per Share (cents) (1)	(19.82)	(22.26)	(22.59)	15.61	15.04	14.71
Basic EPS (cents) (2)	2.65	2.79	2.79	2.65	2.79	2.79
Net gearing (times) (3)	4.92	5.37	5.49	1.57	1.81	1.88
Return on equity (%) (4)	15.82	16.43	16.59	18.11	18.97	19.19

Notes:

(1) *NTA per Share equals to NTA divided by the number of Shares outstanding as at 30 April 2016.*

(2) *Basic EPS equals to profit attributable to Shareholders divided by the weighted average number of Shares outstanding during the year ended 30 April 2016 of 1,943,609,225 Shares. Whereas, the basic EPS of After Share Purchase was computed based on the weighted average number of shares, as Latest Practicable Date, of 1,846,448,520.*

(3) *Net gearing equals to total borrowings net of cash and cash equivalents divided by average Shareholders' funds.*

(4) *Return on equity equals profit after tax and minority interest divided by average Shareholders' funds.*

(iv) Purchases made entirely out of profits and cancelled

(US$'000)	Group: Before Share Purchase	Group: After Share Purchase assuming Market Purchase	Group: After Share Purchase assuming Off-Market Purchase	Company: Before Share Purchase	Company: After Share Purchase assuming Market Purchase	Company: After Share Purchase assuming Off-Market Purchase
At 30 April 2016	366,014	366,014	366,014	304,182	304,182	304,182
Revenue reserves	-	(25,748)	(31,869)	-	(25,748)	(31,869)
Treasury shares	(802)	(802)	(802)	(802)	(802)	(802)
Shareholders' funds	365,212	339,464	333,343	303,380	277,632	271,511
NTA	(385,161)	(410,909)	(417,030)	303,380	277,632	271,511
Current Assets	1,193,509	1,193,509	1,193,509	145,858	145,858	145,858
Current Liabilities	1,045,875	1,071,623	1,077,744	464,928	490,676	496,797
Working Capital	147,634	121,886	115,765	(319,070)	(344,818)	(350,939)
Total Borrowings	1,843,782	1,869,530	1,875,651	477,864	503,612	509,733
Cash and cash equivalents	47,203	47,203	47,203	361	361	361
Profit after tax and minority interest	54,532	54,532	54,532	51,534	51,534	51,534
No. of outstanding shares ('000)	1,943,214	1,846,053	1,846,053	1,943,214	1,846,053	1,846,053
Financial Ratios						
NTA per Share (cents) (1)	(19.82)	(22.26)	(22.59)	15.61	15.04	14.71
Basic EPS (cents) (2)	2.65	2.79	2.79	2.65	2.79	2.79
Net gearing (times) (3)	4.92	5.37	5.49	1.57	1.81	1.88
Return on equity (%) (4)	15.82	16.43	16.59	18.11	18.97	19.19

Notes:

(1) *NTA per Share equals to NTA divided by the number of Shares outstanding as at 30 April 2016.*

(2) *Basic EPS equals to profit attributable to Shareholders divided by the weighted average number of Shares outstanding during the year ended 30 April 2016 of 1,943,609,225 Shares. Whereas, the basic EPS of After Share Purchase was computed based on the weighted average number of shares, as Latest Practicable Date, of 1,846,448,520.*

(3) *Net gearing equals to total borrowings net of cash and cash equivalents divided by Shareholders' funds.*

(4) *Return on equity equals profit after tax and minority interest divided by average Shareholders' funds.*

The disclosed financial effects remain the same irrespective of whether:

(a) the purchase of Shares are affected out of capital or profits, or

(b) the purchase of Shares are held in treasury or cancelled.

Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the latest audited financial statements of the Company as at 30 April 2016 and is not necessarily representative of the future financial performance of the Company. Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to five per cent. (5%) of the issued Shares excluding Treasury Shares, the Company may not necessarily purchase or acquire the entire five per cent. (5%). In addition, the Company may cancel all or part of the Shares purchased or hold all or part of the Shares purchased as Treasury Shares.

Shareholders should also note however, that the actual financial impact of purchases of Shares will depend, inter alia, on the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time and whether the Shares purchased or acquired are held in treasury or are cancelled. The Directors do not propose to exercise the Share Purchase Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Company.

It is not the purpose of the Share Purchase Mandate to assist any Shareholder or its concert parties to obtain or consolidate effective control of the Company. The Directors will decide when, how many and on what terms to purchase any Shares pursuant to the Share Purchase Mandate in the interests of the Company and its Shareholders as a whole, taking into consideration relevant factors such as the financial effects of such purchases on the Company, working capital requirements, availability of financial resources, the expansion and investment plans of the Company and prevailing market conditions. If it becomes necessary for funds to be borrowed, the Directors will consider the appropriate gearing level to ensure the solvency of the Company. The proposed Share Purchase Mandate will only be exercised with a view to enhance the EPS of the Group.

2.9 **Listing Rules**

2.9.1 The Listing Rules provide that a listed company shall report all purchases or acquisitions of its Shares to SGX-ST not later than 9.00 a.m.:

(a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its Shares; and

(b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement must include details of the total number of Shares purchased and the purchase price per Share or the highest and lowest prices paid for such Shares and any other information required under the Listing Rules, as applicable.

2.9.2 While the Listing Rules do not expressly prohibit any purchase of shares by a listed company of its own shares during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase of its issued shares, the Company will not undertake any Purchase of Shares pursuant to the proposed Share Purchase Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of a decision until such price sensitive information has been publicly announced. In particular, in line with the best practices guide on securities dealings issued by SGX-ST, the Company will not purchase or acquire any shares pursuant to the proposed Mandate during the period commencing two weeks immediately preceding the announcement of the Company’s financial statements for each of the first three quarters of its financial year and one month immediately preceding the announcement of the Company’s financial statements of its full-year results and ending on the date of the announcement of the relevant results.

2.9.3 The Listing Rules also require a listed company to ensure that at least ten per cent. (10%) of its Shares is at all times held by the public. The “public”, as defined under the Listing Manual, are persons other than the Directors, Chief Executive Officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as associates of such persons.

As at the Latest Practicable Date, 514,549,333 Shares representing 26.48 per cent. (26.48%) of the issued share capital of the Company are held in the hands of the public by an aggregate of 8,116 Shareholders. In the event that the Company purchases the maximum of five per cent. (5%) of its issued ordinary share capital from such public Shareholders, the resultant percentage of the issued Shares held by the public Shareholders would be reduced to approximately 21.48 per cent. (21.48%). Accordingly, the Company is of the view that there is, at present, a sufficient number of Shares in public hands that would permit the Company to potentially undertake purchases and acquisitions of the Shares up to the full five per cent. (5%) limit pursuant to the proposed Share Purchase Mandate without affecting adversely the listing status of the Shares on the SGX-ST.

The Directors will endeavour to ensure that any purchase of Shares pursuant to the Share Purchase Mandate will not:

(a) adversely affect the listing status of the Shares on the SGX-ST;

(b) cause market illiquidity; or

(c) adversely affect the orderly trading of the Shares on the SGX-ST.

2.10 Details of Share Purchases during the last 12 months pursuant to the Share Purchase Mandate

The Company had effected purchases of 821,300 of its own Shares by way of Market Purchases pursuant to the Share Purchase Mandate during the last twelve (12) months immediately preceding and up to the Latest Practicable Date. The highest and lowest price paid for such Share Purchases were S$0.295 and S$0.2941 per Share, respectively. The total consideration paid by the Company for such Share Purchases was S$242,803 inclusive of stamp duties, clearing charges etc.

2.11 Tax Implications

Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

2.12 Take-Over Obligations

An increase in a Shareholder's proportionate interest in the voting rights of the Company resulting from a Share purchase by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Under Rule 14 of the Take-over Code, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory takeover offer if, inter alia, he and persons acting in concert with him increase their voting rights in the Company to 30 per cent. (30%) or more or, if they, together hold between 30 per cent. (30%) but not more than 50 per cent. (50%) of the Company's voting rights, increase their voting rights in the Company by more than one per cent. (1%) in any period of six (6) months.

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate control of that company. Unless the contrary is established, the following persons will, inter alia, be presumed to be acting in concert:

(a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies and any company whose associated companies include any of the above companies, any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;

(b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by its directors, their close relatives and related trusts;

(c) a company with any of its pension funds and employee share schemes;

(d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

(e) a financial or other professional adviser, with its clients in respect of the shareholdings of (i) the adviser and the persons controlling, controlled by or under the same control as the adviser; and (ii) all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total ten per cent. (10%) or more of the client's equity share capital;

(f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;

(g) partners; and

(h) an individual, his close relatives, his related trusts, and any person who is accustomed to act in accordance with the instructions of the individual and companies controlled by any of the above; and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, ownership or control of at least 20 per cent. (20%) but not more than 50 per cent. (50%) of the voting rights of a company will be regarded as the test for associated company status.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them will incur an obligation to make a takeover offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company as set out in Appendix 2 of the Take-over Code.

In general terms, the effect of Rule 14 and Appendix 2 is that:

(a) unless exempted, directors of a company and persons acting in concert with them will incur an obligation to make a takeover offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such directors and their concert parties would increase to 30 per cent. (30%) or more, or if the voting rights of such directors and their concert parties fall between 30 per cent. (30%) and 50 per cent. (50%) of the Company's voting rights, the voting rights of such directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) months; and

(b) a Shareholder who is not acting in concert with directors will not be required to make a takeover offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30 per cent. (30%) or more, or if the voting rights of such directors and their concert parties fall between 30 per cent. (30%) and 50 per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Mandate.

2.13 Application of the Singapore Code on Takeovers and Mergers

2.13.1 Background

As at the Latest Practicable Date, the Controlling Shareholders of the Company are –

- NutriAsia Pacific Ltd
- NutriAsia Holdings Limited
- NutriAsia Inc
- Bluebell Group Holdings Limited
- Golden Chamber Investment Limited
- Golden Sunflower International Limited
- Well Grounded Limited
- Star Orchid Limited
- HSBC Finance (Netherlands)
- HSBC International Trustee Limited
- HSBC Holdings Plc
- HSBC Private Banking Holdings (Suisse) SA
- HSBC Trustee (Hong Kong) Limited
- Mr Joselito D Campos, Jr

2.13.2 Application of the Take-over Code to the proposed Share Purchase Mandate

In the event that the Company undertakes Share purchases under the Share Purchase Mandate up to the maximum of five per cent. (5%) of the issued share capital of the Company as permitted, the shareholding and voting rights of the Controlling Shareholders will increase to 82.65 per cent. (82.65%). As the Controlling Shareholders, being presumed to be concert parties under the Take-over Code, in aggregate hold more than 50 per cent. (50%) of the issued share capital of the Company, any increase in their shareholding pursuant to Share Purchases undertaken by the Company would not result in them incurring a take-over obligation pursuant to Rule 14 of the Take-over Code.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of Directors and Substantial Shareholders of the Company as at the Latest Practicable Date, as recorded in the Company's Register of Directors' Shareholdings and the Register of Substantial Shareholders respectively, were as follows:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	**%**	**Number of Shares**	**%**	**Number of Shares**	**%**
Directors						
Mr Rolando C Gapud	2,063,140	0.11	Nil	Nil	2,063,140	0.11
Mr Joselito D Campos, Jr	7,621,466	0.39	1,303,256,961 (2)(10)	67.07	1,310,878,427	67.46
Mr Edgardo M Cruz, Jr	2,881,635	0.15	Nil	Nil	2,881,635	0.15
Mr Benedict Kwek Gim Song	Nil	Nil	Nil	Nil	Nil	Nil
Mr Godfrey E Scotchbrook	Nil	Nil	Nil	Nil	Nil	Nil
Dr Emil Q Javier	534,851	0.03	Nil	Nil	534,851	0.03
Mrs Yvonne Goh	Nil	Nil	Nil	Nil	Nil	Nil
Substantial Shareholders						
Bluebell Group Holdings Limited	148,226,771 (10)	7.63	Nil	Nil	148,226,771	7.63
Golden Sunflower International Limited	Nil	Nil	148,226,771 (10)	7.63	148,226,771	7.63
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 (2)(10)	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 Ltd ("**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 (through 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.

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, the beneficiaries of which are JDC and his children and JDC is therefore interested in the 148,226,771 shares held by BGHL.*

4. PERCENTAGE OF SHAREHOLDINGS IN PUBLIC'S HAND

Based on the information provided, to the best knowledge of the Directors and Substantial Shareholders of the Company, approximately 26.43 per cent. (26.43%) of the Company's shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

5. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Shareholders and the Company, and accordingly recommend Shareholders to vote in favour of the ordinary resolution relating thereto to be proposed at the GM as set out in the Notice of GM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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 renewal of Share Purchase 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, and where the Circular contains a profit forecast, the Directors are satisfied that the profit forecast has been stated after due and careful enquiry.

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.

7. GENERAL MEETING

The GM, notice of which is set out on pages N1 to N3 of this Circular, will be held on Tuesday, 30 August 2016, at 10.30 a.m. (or immediately following the conclusion or adjournment of the AGM to be held at 10.00 a.m. on the same day and at the same place) at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908, for the purpose of considering, and if thought fit, passing with or without any modifications, the ordinary resolutions as set out in the Notice of the GM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the GM and who wish to appoint a proxy to attend and vote at the GM on their behalf should complete, sign and return the proxy form attached to the Notice of GM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the offices of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte Ltd at 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 less than forty-eight (48) hours before the time fixed for the GM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the GM if he wishes to do so.

A Depositor shall not be regarded as a Shareholder entitled to attend the GM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP or PDTC, as at forty-eight (48) hours before the GM.

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

9. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at 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 the Articles of the Company; and

(b) the Annual Report of the Company for FY2016.

Yours faithfully
For and on behalf of
the Board of Directors of Del Monte Pacific Limited

Rolando C Gapud
Executive Chairman

DEL MONTE PACIFIC LIMITED
(Incorporated in the British Virgin Islands with limited liability on 27 May 1999)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting ("**GM**") of the shareholders of Del Monte Pacific Limited (the "**Company**") will be held on Tuesday, 30 August 2016 at 10.30 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting ("**AGM**") to be held at 10.00 a.m. on the same day and at the same place), at Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908, for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions, as an Ordinary Resolution:

THE PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

That:

(a) for the purposes of the Business Companies Act 2004 of the British Virgin Islands (the "**Act**") and otherwise in accordance with the rules and regulations of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the exercise by the Board of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Board from time to time, up to the Maximum Purchase Price (as hereafter defined), whether by way of:

(i) market purchases (each a "**Market Purchase**"), transacted on the SGX-ST (or any other stock exchange on which the Shares may be listed or quoted), through one or more duly licensed stockbrokers/dealers appointed by the Company for the purpose; and/or

(ii) off-market purchases (each an "**Off-Market Purchase**") (if effected otherwise than on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted) in accordance with any equal access schemes as may be determined or formulated by the Board as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Board pursuant to the Share Purchase Mandate, may be exercised by the Board at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next AGM of the Company is held;

(ii) the date by which the next AGM of the Company is required by law to be held; or

(iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Prescribed Limit**" means that number of Shares representing 5% of the issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares);

"**Maximum Purchase Price**" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase, 105 per cent. (105%) of the Average Closing Price (as defined hereafter); and

(ii) in the case of an Off-Market Purchase of a Share, 130 per cent. (130%) of the Average Closing Price (as defined hereafter).

where:

"**Average Closing Price**" is the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed or quoted, preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant five (5) market day period;

"**day of the making of the offer**" means the day on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"**market day**" means a day on which the SGX-ST is open for trading in securities; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (i)]

By Order of the Board

Antonio E S Ungson
Company Secretary
8 August 2016

Explanatory Note to Resolutions to be passed –

(i) The Ordinary Resolution proposed above, if passed, will empower the Board, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or the date on which purchases and acquisitions of shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier, to repurchase Shares by way of market purchases or off-market purchases of up to 5% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Purchase Price. Information relating to this proposed Resolution is set out in Circular attached.

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, at least 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 Philippine Shareholders who are unable to attend the GM in Singapore, they will still be able to vote by manual poll voting in Manila. However, Philippine shareholders who wish to attend the GM in Singapore will be able to participate in the electronic poll voting. To facilitate registration, please bring a valid government-issued ID.

3. Philippine Shareholders who wish to vote but cannot attend either the GM in Singapore or the videoconference in the Philippines may still do so by appointing a proxy to attend the meeting in Singapore or in Manila. He/she must complete the enclosed proxy form and submit the same on or before **28 August 2016 at 10.30 a.m.** to the Company's Philippine Stock Transfer Agent, BDO Unibank Inc., 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. Carla B Salonga.

4. Only Shareholders at record date at the close of business on **26 August 2016** are entitled to attend and vote at the GM.

5. Philippine Shareholders may also be entitled to appoint not more than two (2) proxies to attend in his/ her stead. A proxy need not be a Member or Shareholder of the Company.

6. Validation of proxies shall be held on **30 August 2016 at 9.00 a.m.** at the office of the 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.