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#### SECURITIES AND EXCHANGE COMMISSION

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Company Information

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Company Name

DEL MONTE PACIFIC LIMITED

Filer Name

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#### SECURITIES AND EXCHANGE COMMISSION

#### SEC FORM 17-C

#### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1.	11 October 2016 Date of Report (Date of earliest event reported)		
2.	SEC Identification Number N/A		
3.	BIR Tax Identification No. N/A		
4.	Del Monte Pacific Limited  Exact name of issuer as specified in its charter		
5.	British Virgin Islands Province, country or other jurisdiction of incorporation	6.	(SEC Use Only) Industry Classification Code:
7.	Craigmuir Chambers, PO Box 71 Road Town, Tork Address of principal office	ola, B	British Virgin Islands Postal Code
8.	+65 6324 6822 Issuer's telephone number, including area code		
9.	N/A		
	Former name or former address, if changed since	last re	eport
10.	Securities registered pursuant to Sections 8 and 12	2 of th	ne SRC or Sections 4 and 8 of the RSA
	Title of Each Class Ou		nber of Shares of Common Stock ding and Amount of Debt Outstanding
	Ordinary Shares		1,943,214,106
11.	Indicate the item numbers reported herein:		
	Item 9 (Other Events)		

#### Item 9. Other Events

#### 1. Minutes of the Annual General Meeting and General Meeting

Del Monte Pacific Limited (the "Company") submitted its Minutes of the Annual General Meeting and General Meetings held last 30 August 2016 to the Philippine Stock Exchange ("PSE").

A copy of the said disclosure is attached herewith as Annex "A" and made an integral part of this report.

#### 2. Appointment of Chief Human Resource Officer

The Company announced the appointment of Mr Ruiz G Salazar as the Company's Chief Human Resource Officer, effective 12 October 2016.

A copy of the disclosures submitted to the PSE is attached herewith as Annex "B" and made an integral part of this report.

#### SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Del Monte Pacific Limited	11 October 2016		
Issuer	Date		
Antonio Eugenio S. Ungson			
Affief Compliance Officer			

ANNEX A C05768-2016

## SECURITIES AND EXCHANGE COMMISSION SEC FORM 17-C

#### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1.	Date of Report (Date	of	earliest	event	reported)
	Oct 10, 2016				

- 2. SEC Identification Number
- 3. BIR Tax Identification No.
- Exact name of issuer as specified in its charter
   Del Monte Pacific Limited
- 5. Province, country or other jurisdiction of incorporation British Virgin Islands
- 6. Industry Classification Code(SEC Use Only)
- Address of principal office
   Craigmuir Chambers, PO Box 71 Road Town, Tortola, British Virgin Islands Postal Code
- 8. Issuer's telephone number, including area code +65 6324 6822
- 9. Former name or former address, if changed since last report
- 10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Ordinary Shares 1,943,214,106

11. Indicate the item numbers reported herein Item No. 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

# Del Monte Pacific Limited DMPL

PSE Disclosure Form 4-30 - Material Information/Transactions References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure	The state of the s
Minutes of the Annual Gener	al Meeting and General Meetings of Del Monte Pacific Limitied held on 30 August 2016
Background/Description of the	Disclosure
Minutes of the Annual Gener	al Meeting and General Meetings of Del Monte Pacific Limitied held on 30 August 2016
Other Relevant Information	
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Filed on behalf by:	
Name	Antonio Eugenio Ungson
	Chief Legal Counsel and Chief Compliance Officer

#### **DEL MONTE PACIFIC LIMITED**

(Incorporated in the British Virgin Islands)

#### **MINUTES OF ANNUAL GENERAL MEETING**

PLACE : Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908

DATE: Tuesday, 30 August 2016

TIME : 10.00 a.m.

PRESENT : Please see Attendance List attached hereto.

IN ATTENDANCE : Please see Attendance List attached hereto.

**EXECUTIVE** : Mr Rolando C Gapud

CHAIRMAN

#### QUORUM

A quorum was present and the Chairman declared the meeting open at 10.00 a.m.

#### INTRODUCTION

The Chairman introduced the Directors, Management and professional advisors present at the meeting and apologised for those absent.

#### NOTICE

The Notice convening the meeting was taken as read.

The meeting was informed that the Chairman had been appointed as proxy by some shareholders and would be voting in accordance with their instructions.

#### **VOTING BY WAY OF A POLL**

Shareholders were informed that in accordance with the Rule 730A of the Singapore Exchange Securities Trading Limited's Listing Manual, all motions tabled at this meeting would be voted on by way of a poll.

The poll was conducted electronically for shareholders voting in Singapore. The poll in the Philippines was conducted through the completion of poll sheets. The votes cast in Singapore and the Philippines were aggregated, tabulated and announced at the end of the meeting.

#### **ORDINARY BUSINESS:**

## AUDITED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS - RESOLUTION 1

The Chairman proceeded to put the motion to vote.

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"That the Directors' Report and the Audited Financial Statements of the Company, together with the Auditors Reports thereon, for the financial year ended 30 April 2016 ("FY2016") be received and adopted."

The Chairman invited questions from the shareholders in relation to the tabled resolution.

To the question raised by the first shareholder on when the US-dollar denominated perpetual preference shares will be issued and listed on the Philippine Stock Exchange ("PSE"), the Chairman replied that the Company plans to issue and list the perpetual preference shares on the PSE in 3Q 2016, subject to regulatory approvals and market conditions.

The first shareholder also asked whether there was any boycott on the Group's products after the South China Sea ruling. The Chairman replied that, as far as he was aware, there was minimal impact on the sales of the Group's products in China. It was noted that the governments from China and Philippines were looking into resolving the South China Sea ruling diplomatically and amicably.

A second shareholder noted that the Group registered a profit of US\$54 million for FY2016 and wanted to know how much profit did Del Monte Foods, Inc ("DMFI") contribute to the Group. Mr Parag Sachdeva, Chief Financial Officer, replied that DMFI contributed approximately US\$26 million to the Group's profit inclusive of a one-off gain arising from the working capital settlement from the seller of DMFI.

The second shareholder commented that while the Group had performed well, the share price had fallen after the acquisition of DMFI. The Chairman replied that DMFI's ongoing restructuring and streamlining initiatives which started in 2015 would continue on to 2017. The Chairman assured that DMFI is in good hands and the management team is very focused in strengthening and growing the business of DMFI.

The second shareholder then asked for the reasons why after two years of acquisition of DMFI, the debt of US\$1.8 billion had not been settled. The Chairman replied that as part of the Group's deleveraging plan, the Company intends to issue the US dollar-denominated perpetual preference shares to bring down the debt.

The second shareholder further enquired if future dividend payout would be increased. The Chairman responded that the payment of dividend depends on many factors, amongst others, the overall performance of the Group. The Chairman added that the Board hopes to continue to pay decent dividend to reward the shareholders for their support.

A third shareholder suggested that at each Annual General Meeting ("AGM"), the Group CEO should deliver a corporate presentation to update the shareholders on the Group's overall business, strategy and performance, and operation over the past financial year. The Chairman thanked the third shareholder for his feedback and it would be considered by the Board.

The third shareholder then referred to page 176 of the Annual Report, and highlighted that the Company gave a breakdown of the segmented revenue by geographical segments but did not disclose DMFI's profit before tax. He suggested that for clarity, a clear segmentation should be

provided in the Annual Report to indicate the flow of profit especially for DMFI. In addition, the segment liabilities for DMFI were recorded as US\$1.5 billion which was extremely high as compared to US\$765 million in Asia Pacific. He praised the Company for performing well on its operation but the liabilities were far too high. He wanted to know the approach which would be undertaken by the Group to minimise the liabilities.

The Chairman replied that the acquired subsidiaries in the US are still under a transitional period and no record is provided in the book for the time being. However, a specific program would be adopted in DMFI to boost the profitability and cash flow generation. Mr Nils Lommerin, President and CEO of DMFI, added that the profit segmentation was not disclosed in the Annual Report so as to ensure that the profit segmentation are kept confidential to the customers in the US. It is not practical in US to disclose profit per segment. He further provided an affirmative reply that an excess of US\$100 million would be generated from cash flow to reduce the debt. DMFI would also address these issues systematically and resolve it with a precautious approach especially for debt reduction.

The third shareholder clarified that he was referring to whether the profit segmentation for geographies could be highlighted in the Annual Report instead of segmentation by products. The Chairman provided an affirmative reply.

The Chairman also explained that it is vital to look at the broad picture where the Group was able to acquire the business in the US worth US\$1.8 billion using only US\$150 million from equity. To deal with the de-leveraging issue, it would be more efficient to issue perpetual preference shares in the Philippines which would improve the leverage ratios. Indeed, dividend would not be paid to the preference shareholders if the Company does not have sufficient profit or retained earnings and this is also to safeguard the interest of the ordinary shareholders. On the other hand, the Company could issue the perpetual preference shares any time and also call for redemption from its internal resources at a reasonable time.

Referring to page 87 of the Annual Report, the third shareholder enquired about the average cost of fund. Mr Parag Sachdeva, Chief Financial Officer, replied that the average cost of fund was approximately 5% to 6%. The Chairman added that the interest rate for the perpetual preference shares in the Philippines was about 6.5%.

A fourth shareholder asked why the upper limit of the Executive Directors and Top Five Key Management Personnel remuneration was left open; he suggested to consider, for good corporate governance, that their remuneration in bands of \$\$1 million and above be disclosed moving forward. The Chairman thanked the fourth shareholder and would consider his recommendation.

The fourth shareholder followed-on to enquire when the perpetual preference shares will be issued and listed on the PSE. The Chairman reiterated that the target date to issue and list the US dollar-denominated perpetual preference shares on the PSE would be in 2016, subject to regulatory approvals and market conditions.

Responding to another question raised by the fourth shareholder, the Chairman replied that any delay in the issuance of the US-dollar denominated perpetual preference shares would impact the repayment of the bridging loan expiring in February 2017. Target issue date is around 3Q 2016, subject to regulatory approvals and market conditions.

A fifth shareholder referred to Note 20 of page 157 of the Annual Report and wanted to know if the proceeds from the issuance of the perpetual preference shares will be used to repay any loan. The Chairman replied that the proceeds would be used to pay down the unsecured bridge loan of US\$350 million.

The fourth shareholder then asked whether the Secured Second lien term Loan of US\$260 million with higher of Libor +7.25% or 8.25% can be reduced. Management plans to reduce this loan via internal cash flow funding, where feasible, by end of 2016.

The Chairman thanked and noted a fifth shareholder's feedback that the page number on the Annual Report be printed in larger font size.

Referring to Note 13 of the Annual Report, the fifth shareholder wanted to know why inventories for finished and semi-finished goods were broken down into "at cost" and "at net realisable value". Mr Parag Sachdeva explained that some inventories were valued at cost, whereas, others were valued at net realisable value.

In response to another question on why the loans and borrowings had increased significantly, the Chairman explained that the increase was mainly due to higher inventories in fiscal year 2016 as sales to USDA declined. Mr David Meyers, the Chief Administrative Officer of DMFI, added that DMFI plans to balance the inventories level in fiscal year 2017.

The Chairman referred to the fifth shareholder's third question on whether the Company has obligations to the preference shareholders to pay off the loan liabilities since they have priority on dividend payment over the ordinary shareholders. The Chairman elaborated that the Company does not have obligations to neither the preference shareholders nor the ordinary shareholders to pay off the loan. In addition, no dividend would be paid if the Company has insufficient retained earnings or profits.

The fifth shareholder further queried if it would jeopardise the interest of ordinary shareholders, in case of redemption. The Chairman replied that it would not hinder the interest of ordinary shareholders as the main purpose for the issuance of preference shares is to reduce the debt liabilities.

The Chairman responded to the fifth shareholder's query on loan financing for the issuance of preference shares and explained that the loan would be financed by a subordinated loan so as to reduce debt liabilities.

After dealing with the questions from the Shareholders, the Chairman proceeded with the poll voting process.

Based on the poll results of Resolution 1 as set out below, the Chairman declared the resolution carried:

FOR No. of Shares Percentage (%)		AGAII	NST	Total No. of Shares Represented by Votes For and Against	
		No. of Shares	Percentage (%)		
1,405,401,793	99.99	183,900	0.01	1,405,585,693	

#### RE-ELECTION OF DIRECTOR: DR EMIL Q JAVIER - RESOLUTION 2

The meeting was informed that Dr Emil Q Javier, who was retiring pursuant to Article 88 of the Company's Articles of Association, had consented to continue in office.

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

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"That Dr Emil Q Javier be re-elected a Director of the Company."

Based on the poll results of Resolution 2 as set out below, the Chairman declared the resolution

#### carried:

FOI	R	AGAII	NST	Total No. of Shares	
No. of Shares	o. of Shares Percentage (%)		Percentage (%)	Represented by Votes For and Against	
1,403,973,673	99.94%	790,400	0.06	1,404,764,073	

#### **RE-ELECTION OF DIRECTOR: MRS YVONNE GOH -- RESOLUTION 3**

The meeting was informed that Mrs Yvonne Goh, who was retiring pursuant to Article 92 of the Company's Articles of Association, had consented to continue in office.

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

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"That Mrs Yvonne Goh be re-elected a Director of the Company."

Based on the poll results of Resolution 3 as set out below, the Chairman declared the resolution carried:

FOI	₹	AGAII	VST	Total No. of Shares	
No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	Represented by Votes For and Against	
1,404,792,873	99.98	264,400	0.02	1,405,057,273	

#### **ANY OTHER BUSINESS**

As no notice of any other ordinary business has been received by the Company Secretary, the meeting proceeded to deal with the special business of the meeting.

#### **SPECIAL BUSINESS:**

#### **DIRECTORS' FEES - RESOLUTION 4**

The Board had recommended the payment of a sum of up to US\$496,800/- as Directors' fees for the financial year ending 30 April 2017 ("FY2017") to be paid quarterly in arrears.

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"That the payment of Directors' fees of up to US\$496,800/- as Directors' fees for FY2017 to be paid quarterly in arrears, computed based on the fee structure set out below, be approved for payment:

- 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

Based on the poll results of Resolution 4 as set out below, the Chairman declared the resolution carried:

FOI	₹	AGAII	VST	Total No. of Shares
No. of Shares Percentage (%)		No. of Shares	Percentage (%)	Represented by Votes For and Against
1,403,898,769	99.92	1,057,104	0.08	1,404,955,873

#### **EMOLUMENTS OF DIRECTORS - RESOLUTION 5**

The meeting was informed that the Company may from time to time require the specialist services of its Directors and approval of this authority would provide the flexibility for Management to engage the services of Directors, as appropriate.

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"That the Directors of the Company be and are hereby authorised to fix, increase or vary the emoluments of Directors with respect to services to be rendered in any capacity to the Company."

Based on the poll results of Resolution 5 as set out below, the Chairman declared the resolution carried:

FOR		AGAII	NST	Total No. of Shares	
No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	Represented by Votes For and Against	
1,320,501,436	99.94	771,200	0.06	1,321,272,636	

#### **RE-APPOINTMENT OF AUDITORS - RESOLUTION 6**

The meeting was informed that the retiring Auditors, Ernst & Young LLP, had expressed their willingness to continue in office.

There being no other nomination and on a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"That Ernst & Young LLP, Public Accountants and Chartered Accountants, be re-appointed as the Auditors of the Group at a remuneration to be determined by the Directors."

Based on the poll results of Resolution 6 as set out below, the Chairman declared the resolution carried:

F	OR	AG	Total No. of Valid	
No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	Votes Cast
1,404,383,373	99.99	135,700	0.01	1,404,519,073

#### **RE-APPOINTMENT OF PHILIPPINE AUDITORS - RESOLUTION 7**

The meeting was informed that the retiring Philippine Auditors, Sycip Gorres Velayo & Co. (Ernst & Young Philippines), had expressed their willingness to continue in office.

There being no other nomination and on a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"That Sycip Gorres Velayo & Co. (Ernst & Young Philippines), Certified Public Accountants, be reappointed as the Philippine Auditors of the Group at a remuneration to be determined by the Directors."

Based on the poll results of Resolution 7 as set out below, the Chairman declared the resolution carried:

F	OR	AG	Total No. of Valid		
No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	Votes Cast	
1,403,788,183	99.96	560,200	0.04	1,404,348,383	

#### **AUTHORITY TO ISSUE SHARES - RESOLUTION 8**

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"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."

Based on the poll results of Resolution 8 as set out below, the Chairman declared the resolution carried:

FOI	₹	AGAII	VST	Total No. of Shares	
No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	Represented by Votes For and Against	
1,386,456,700	98.67	18,698,883	1.33	1,405,155,583	

## AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE DEL MONTE PACIFIC EXECUTIVE STOCK OPTION PLAN 1999, DEL MONTE PACIFIC RESTRICTED SHARE PLAN AND THE DEL MONTE PACIFIC PERFORMANCE SHARE PLAN – RESOLUTION 9

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"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."

Based on the poll results of Resolution 9 as set out below, the Chairman declared the resolution carried:

FOR	₹	AGAII	NST	Total No. of Shares	
No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	Represented by Votes For and Against	
1,296,376,849	98.11	25,009,187	1.89	1,321,386,036	

## RENEWAL OF SHAREHOLDERS' MANDATÉ FOR INTERESTED PERSON TRANSACTIONS - RESOLUTION 10

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

"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."

Based on the poll results of Resolution 10<sup>1</sup> as set out below, the Chairman declared the resolution carried:

FOI	R	AGAII	NST	Total No. of Shares
No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	Represented by Votes For and Against
241,353,017	99.90	248,000	0.10	241,601,017

#### CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 11.00 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held:

(SIGNED)

Rolando C Gapud Executive Chairman

<sup>&</sup>lt;sup>1</sup> NutriAsia Pacific Limited, a controlling shareholder of the Company, holding 1,155,030,190 ordinary shares in the Company, being interested in Resolution 10 had abstained in the voting thereof; and Mr Joselito D Campos Jr, being deemed interested in the shares held by NutriAsia Pacific Limited had also abstained in the voting of Resolution 10.

#### **DEL MONTE PACIFIC LIMITED**

(Incorporated in the British Virgin Islands)

#### **MINUTES OF GENERAL MEETING**

**PLACE** 

Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908

DATE

: Tuesday, 30 August 2016

TIME

11.00 a.m. or immediately after the conclusion of the Annual General

Meeting held on the same day

**PRESENT** 

Please see Attendance List attached hereto.

IN ATTENDANCE

Please see Attendance List attached hereto.

**EXECUTIVE** 

Mr Rolando C Gapud

CHAIRMAN

#### **QUORUM**

A quorum was present and the Chairman declared the meeting open at 11.00 a.m.

#### **NOTICE**

The Notice convening the meeting was taken as read.

The meeting was informed that the Chairman had been appointed as proxy by some shareholders and would be voting in accordance with their instructions.

#### **VOTING BY WAY OF A POLL**

Shareholders were informed that in accordance with Rule 730A of the Singapore Exchange Securities Trading Limited's Listing Manual, all motions tabled at this meeting would be voted on by way of a poll.

The poll was conducted electronically for shareholders voting in Singapore. The poll in the Philippines was conducted through the completion of poll sheets. The votes cast in Singapore and the Philippines were aggregated, tabulated and announced at the end of the meeting.

#### THE PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

Shareholders were asked to approve the Renewal of the Share Purchase Mandate.

The Ordinary Resolution, if passed, would authorise the Directors of the Company to undertake a purchase or acquisition of shares from the market.

On a proposal by the Chairman which was seconded by a shareholder, it was RESOLVED:

#### "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:

- 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."

A shareholder raised his concerns on the necessity and reason to renew the Share Purchase Mandate. The Chairman replied that the Company may wish to purchase its shares for a number of reasons, one of which is to issue the shares held in treasury to management and staff as part of the employees share option, or award schemes, to reward good performance.

Based on the poll results of Ordinary Resolution as set out below, the Chairman declared the resolution carried:

FOR		AGAII	VST	Total No. of Shares
No. of Shares	Percentage (%)	No. of Shares Percentage (%)		Represented by Votes For and Against
1,403,479,579	99.90	1,448,324	0.10	1,404,927,903

#### CONCLUSION

There being no other business to transact, the Chairman declared the General Meeting of the Company closed at 11.18 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

(SIGNED)

Rolando C Gapud Executive Chairman

#### **DEL MONTE PACIFIC LIMITED**

(Incorporated in the British Virgin Islands)

#### MINUTES OF GENERAL MEETING

PLACE : Anson Room 3, Level 2 of M Hotel, 81 Anson Road, Singapore 079908

DATE : Tuesday, 30 August 2016

TIME : 11.18 a.m. or immediately after the conclusion of the General Meeting for

the Renewal of Share Purchase Mandate held on the same day

PRESENT : Please see Attendance List attached hereto.

IN ATTENDANCE : Please see Attendance List attached hereto.

**EXECUTIVE** : Mr Rolando C Gapud

CHAIRMAN

#### QUORUM

A quorum was present and the Chairman declared the meeting open at 11.18 a.m.

#### NOTICE

The Notice convening the meeting was taken as read.

The meeting was informed that the Chairman had been appointed as proxy by some shareholders and would be voting in accordance with their instructions.

#### **VOTING BY WAY OF A POLL**

Shareholders were informed that in accordance with Rule 730A of the Singapore Exchange Securities Trading Limited's Listing Manual, all motions tabled at this meeting would be voted on by way of a poll.

The poll was conducted electronically for shareholders voting in Singapore. The poll in the Philippines was conducted through the completion of poll sheets. The votes cast in Singapore and the Philippines were aggregated, tabulated and announced at the end of the meeting.

### THE PROPOSED ADOPTION OF THE DEL MONTE PACIFIC EXECUTIVE SHARE OPTION PLAN 2016 – RESOLUTION 1

Shareholders were asked to propose, second and approve the Adoption of the Del Monte Pacific Executive Share Option Plan 2016 (the "Plan").

On a proposal by a shareholder which was seconded by another shareholder, it was RESOLVED:

#### "That:

(a) 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; 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."

Based on the poll results of Resolution 1<sup>1</sup> as set out below, the Chairman declared the resolution carried:

FOI	R	AGAII	TSV	Total No. of Shares	
No. of Shares	Percentage (%)	No. of Shares Percentage (%)		Represented by Votes For and Against	
125,602,809	53.87	107,541,220	46.13	233,144,029	

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

Contingent upon the passing of Resolution 1, Shareholders were asked to propose, second and approve any grant of Options under the Del Monte Pacific Executive Share Option Plan 2016 at a discount of up to 20%.

On a proposal by a shareholder which was seconded by another shareholder, it was RESOLVED:

"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."

Based on the poll results of Resolution 2<sup>1</sup> as set out below, the Chairman declared the resolution carried:

FO	R	AGAI	NST	Total No. of Shares
No. of Shares	No. of Shares Percentage (%)		Percentage (%)	Represented by Votes For and Against
124,441,209	53.35	108,799,720	46.65	233,240,929

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

Contingent upon the passing of Resolution 1, Shareholders were asked to propose, second and approve the participation of Mr Joselito D Campos, Jr and his Associates in the Plan.

On a proposal by a shareholder which was seconded by another shareholder, it was RESOLVED:

"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."

Based on the poll results of Resolution 3<sup>1</sup> as set out below, the Chairman declared the resolution carried:

FO	R	AGAII	VST	Total No. of Shares		
No. of Shares	No. of Shares Percentage (%)		Percentage (%)	Represented by Votes For and Against		
207,039,446	88.75	26,253,903	11.25	233,293,349		

#### CONCLUSION

There being no other business to transact, the Chairman declared the General Meeting of the Company closed at 11.52 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

(SIGNED)

Rolando C Gapud Executive Chairman

Group Executives, Group Executive Directors (including Mr Joselito D Campos, Jr's other Associates), Group Non-Executive Directors, Controlling Shareholders (including NutriAsia Pacific Ltd) and directors and employees of an Associated Company, who in aggregate hold 1,323,226,892 ordinary shares, who are eligible to participate in the Plan, had abstained from voting on the aforesaid resolutions.

C05644-2016

## SECURITIES AND EXCHANGE COMMISSION SEC FORM 17-C

#### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

<ol> <li>Date of Report (Date of Page 1)</li> </ol>	of earliest event reported)
Oct 3, 2016	

- SEC Identification Number
- 3. BIR Tax Identification No.
- Exact name of issuer as specified in its charter
   Del Monte Pacific Limited
- 5. Province, country or other jurisdiction of incorporation British Virgin Islands
- 6. Industry Classification Code(SEC Use Only)
- Address of principal office
   Craigmuir Chambers, PO Box 71 Road Town, Tortola, British Virgin Islands Postal Code
- 8. Issuer's telephone number, including area code +6563246822
- 9. Former name or former address, if changed since last report
- 10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class

Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding

Ordinary Shares

1,943,214,106

11. Indicate the item numbers reported herein Item No. 4

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

# Del Monte Pacific Limited DMPL

PSE Disclosure Form 4-8 - Change in Directors and/or Officers (Resignation/Removal or Appointment/Election)
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of t	he Disclosure								
Appointme	nt of Chief Huma	n Res	ource Officer of	Del f	Vionte Pacific	Limited			
Background	i/Description of the	Discl	osure				• •		
Appointme	nt of Chief Huma	ı Res	ource Officer of	Del I	Monte Pacific	Limited			
Resignation/	Removal or Replac	emen	t						
Name of Pe	rson Position/Des	ignati	on Effective Dat	e of F (n	Resignation/Ce nmm/dd/yyyy)	ssation of	term Rea	son(s) for R	esignation/Cessation
-	-		-				-		
Election or A	ppointment								
Name of Person	Position/Designa	tion /	Date of Appointment/Elec (mmm/dd/yyy)		Effective   Appointmen (mmm/do	t Election	Shareho Listed Direct	ldings in the I Company Indirect	Nature of Indirect Ownership
Mr Ruiz G Salazar	Chief Human Resource Office	r !	10/12/2016		10/12/2016				
Promotion o	r Change in Desigr	ation							
Name of Person	Position/Design	ation	Date of Approval	Effe	ctive Date of Change		ldings in tl Company	ne Listed	Nature of Indirect
	From	To	(mmm/dd/yyyy)	(mir	nm/dd/yyyy)	Direct	In	direct	Ownership
-	-		-	-			•		w exec
Other Releva	ant Information								
Please refe	r to the attached	file.							
	•								

11/10	0/2016	Change in Directors and/or Officers (Resignation, Removal or Appointment, Election and/or Promotion)
1	Name	Antonio Eugenio Ungson
	Designation	Chief Legal Counsel and Chief Compliance Officer

#### **DEL MONTE PACIFIC LIMITED**

(Incorporated in the British Virgin Islands with limited liability)

### APPOINTMENT OF MR RUIZ G SALAZAR AS CHIEF HUMAN RESOURCE OFFICER OF DEL MONTE PACIFC LIMITED

The Board of Directors (the "Board") of Del Monte Pacific Limited ("DMPL" or the "Company") wishes to announce the appointment of Mr Ruiz G Salazar as Chief Human Resource (HR) Officer of the Company, effective 12 October 2016.

Mr Salazar will be reporting directly to the Company's Managing Director and Chief Executive Officer (CEO), Mr Joselito D Campos, Jr, and dotted line to the Company's Chief Operating Officer, Mr Luis F Alejandro. The HR Head of Del Monte Philippines, Inc, Mr Gerard Paul G Bautista, will report directly to Mr Salazar while the Senior Vice President and Chief HR Officer of Del Monte Foods, Inc, Mr John Clark, will do so on a dotted line basis.

As Chief HR Officer, Mr Salazar will lead and integrate the Group's HR function as he works closely with DMPL's Managing Director and CEO, the Board and the business unit leaders to define and execute the HR strategic pillars in support of the Group's long range strategic plans.

Prior to his appointment in the Company, Mr Salazar was a Regional HR Director of Johnson & Johnson Asia Pacific. He was also the HR Head of Nutriasia Food, Inc, and has been an HR practitioner for over 25 years.

The information as required pursuant to Rule 704(7) of the Listing Manual of the Singapore Exchange Securities Trading Limited, containing particulars on Mr Salazar's appointment as Chief HR Officer, will be released in a separate announcement today.

BY ORDER OF THE BOARD Antonio E S Ungson Company Secretary

3 October 2016

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#### Issuar & Securities

Issuer/ Manager	DEL MONTE PACIFIC LIMITED		
Securities	DEL MONTE PACIFIC LIMITED - VGG270541169 - D03		
Stapled Security	No		

#### Amouncement Dataits

Announcement Title	Change - Announcement of Appointment
Date & Time of Broadcast	03-Oct-2016 17:25:59
Status	New
Announcement Sub Title	APPOINTMENT OF MR RUIZ G SALAZAR AS CHIEF HUMAN RESOURCE OFFICER
Announcement Reference	SG161003OTHRHB4D
Submitted By (Co./ Ind. Name)	Antonio E S Ungson
Designation	Company Secretary
Description (Please provide a detailed description of the event in the box below)	Appointment of Chief Human Resource Officer

#### vermional betails

Date Of Appointment	12/10/2016
Name Of Person	Ruiz G Salazar
Age	52
Country Of Principal Residence	Philippines
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board, after having reviewed the qualifications and experience of Mr Ruiz G Salazar, is of the opinion that Mr Salazar is a suitable candidate for the position of Chief Human Resource Officer.
Whether appointment is executive, and if so, the area of responsibility	Executive appointment, role and responsibilities of a Chief Human Resource Officer
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Chief Human Resource Officer, Del Monte Pacific Limited
Familial relationship with any director and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None
Conflict of Interests (including any competing business)	None
Working experience and occupation(s) during the past 10 years	1) Johnson & Johnson International Singapore Pte Ltd - ROHQ (June 2015 - Present) - HR Director - Global Services, Manila  2) Johnson & Johnson International Pte. Ltd. (2009 - May 2015) - Regional Human Resources Director a) AP HR Capability and Development Lead (January - May 2015) b) HR Partner for AP Regional IT (2012 - 2014) c) AP Talent Director - Consumer (2010 - 2014) d) HR Partner for AP GFO and Regional CD (2010 - 2014) e) HR Partner for Global Business Unit and Regional CD and AP Organisational Development Director (2009 - 2010)  3) Johnson & Johnson International Singapore Pte Ltd (2004 - 2009) - Human Resources Director a) ASEAN Group of Consumer Companies and AP Talent Management (2008 - 2009)

	b) Philippine Regional Operating Headquarters and ASEAN Group of Consumer Companies (2004 -2007)
Shareholding interest in the listed issuer and its subsidiaries?	No
# These fields are not applicable for announce Rule 704 (8).	ments of appointments pursuant to Listing Rule 704 (9) or Catalist
Past (for the last 5 years)	Not Applicable
Present	Not Applicable
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified	

from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
Any prior experience as a director of a listed company?	No
If No, Please provide details of any training undertaken in the roles and responsibilities of a director of a listed company	Not Applicable

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