



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 a General Meeting of Del Monte Pacific Limited (the "Company") will be held on Wednesday, 26 July 2006 at 10.00 a.m. at M Hotel, Meeting Room 1, Basement 1, 81 Anson Road, Singapore 079908 for the purpose of considering and, if thought fit, approving, with or without amendment, the following Ordinary Resolutions and Special Resolution:

Ordinary Resolution 1 - The Proposed Adoption of the New IPT Mandate

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the listing manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Appendix 1 of the circular to shareholders dated 4 July 2006 (the "Circular") with any party who is of the class of interested persons described in Appendix 1 to the Circular, provided that such transactions are on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the "New IPT Mandate") 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; and
- (c) the Directors of the Company ("Directors") be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the New IPT Mandate and/or this Resolution.

Ordinary Resolution 2 - The Proposed Adoption of the Share Purchase Mandate

That:

- (a) for the purposes of the International Business Companies Ordinance, Chapter 291 of the laws of the British Virgin Islands, the exercise by the Directors 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 Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Purchase Price (as hereafter defined), whether by way of:
 - (i) on-market purchases ("Market Purchases") transacted on the SGX-ST or any other stock exchange on which the Shares may for the time being be listed and quoted ("Other Exchange") through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases ("Off-Market Purchases") effected pursuant to an equal access scheme,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) the authority conferred by the Share Purchase Mandate will continue in force until the next Annual General Meeting of the Company (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 Annual General Meeting), provided that the Share Purchase Mandate shall be valid for a period not exceeding 12 months from the date of this General Meeting;
- (c) in this Resolution:

"Average Closing Price" means the average last dealt prices of a Share for the five consecutive Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant five-day period;

"date of making the offer" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase stating the purchase price (which shall not be more than 130 per cent. of the Average Closing Price of the Shares (excluding related brokerage, stamp duties, goods and services tax and other expenses) for each Share) and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Maximum Limit" means that number of issued Shares representing five per cent. of the issued Shares of the Company as at the date of the passing of this Resolution;

"Maximum Purchase Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105 per cent. of the Average Closing Price of the Shares; and
 - (ii) in the case of an Off-Market Purchase of a Share pursuant to an equal access scheme, 130 per cent. of the average closing price 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; and
- (d) the Directors 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 and/or authorised by this Resolution.

Special Resolution 3 - The Proposed Alteration to the Articles of Association of the Company

That Article 71(1) of the Articles of Association of the Company be altered in the manner as set out in Appendix 3 to the Circular.

By Order of the Board

Yvonne Choo
Company Secretary
Singapore

4 July 2006

Notes:

1. If a Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) wishes to attend and vote at the General Meeting (the "Meeting"), then he or she or it should complete the Proxy Form and deposit the duly completed Proxy Form at the office of the Company's Share Transfer Agent in Singapore, Lim Associates (Pte) Ltd at 10 Collyer Quay, #19-08 Ocean Building, Singapore 049315, at least 48 hours before the time fixed for the Meeting.
2. If a Depositor wishes to appoint a proxy or proxies, then the Proxy Form must be deposited at the office of the Company's Share Transfer Agent in Singapore, Lim Associates (Pte) Ltd, at 10 Collyer Quay, #19-08 Ocean Building, Singapore 049315, at least 48 hours before the time fixed for the Meeting.