

**DEL MONTE PACIFIC LIMITED**  
(Incorporated in the British Virgin Islands)

**MINUTES OF GENERAL MEETING**

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

**DATE** : Tuesday, 11 February 2014

**TIME** : 10.00 a.m.

**PRESENT** : Please see Attendance List attached hereto.

**IN ATTENDANCE** : Please see Attendance List attached hereto.

**CHAIRMAN** : Mr Rolando C Gapud

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**QUORUM**

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

**NOTICE**

The Notice convening the meeting was taken as read.

**VOTING BY WAY OF A POLL**

Shareholders were informed that in order for the proceedings to be carried out smoothly and to enhance the transparency of voting results, as well as to accord due respect to the full voting rights of shareholders, all motions tabled at this meeting would be voted on by way of a poll, pursuant to the Company's Articles of Association.

This would also be in line with the recommendations of the 2012 Code of Corporate Governance. All resolutions voted upon would be conducted in a paperless manner, using wireless handheld device.

Boardroom Business Solutions Pte Ltd had been appointed scrutineer for the poll proceedings and took the meeting through the e-polling procedures.

**SPECIAL BUSINESS:**

**ORDINARY RESOLUTION 1 – PROPOSED ACQUISITION OF DEL MONTE CORPORATION'S CONSUMER FOOD BUSINESS**

Shareholders were asked to approve the Proposed Acquisition of Del Monte Corporation's Consumer Food Business.

After dealing with the questions from shareholder(s), the Chairman proceeded to put the motion to vote.

On a proposal by the Chairman which was seconded by Shiao Chung Chiang, it was RESOLVED:

“That:

- (a) approval be and is hereby given for the Proposed Acquisition, details of which are set in the Circular;
- (b) the Directors be and are hereby authorised to prepare, finalise, approve and execute any instruments, filings, notices, announcements, agreements and other documents (including amending the Purchase Agreement and negotiating, finalising and executing all such documents or agreements as may be required under or pursuant to the Purchase Agreement) and do all acts and things which they may in their absolute discretion consider necessary desirable or expedient for the purposes of or in connection with the Proposed Acquisition and/or to give effect to this ordinary resolution.”

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

| FOR           |                | AGAINST       |                | Total No. of Valid Votes Cast |
|---------------|----------------|---------------|----------------|-------------------------------|
| No. of Shares | Percentage (%) | No. of Shares | Percentage (%) |                               |
| 929,529,134   | 99.99%         | 43,800        | 0.01%          | 929,572,934                   |

**ORDINARY RESOLUTION 2 – SHARE PLACEMENT, SUBSCRIPTION AND LISTING OF THE SUBSCRIPTION SHARES ON THE PHILIPPINE STOCK EXCHANGE, INC**

Shareholders were asked to approve the Share Placement and Subscription and the Listing of the Subscription Shares on the Philippine Stock Exchange, Inc.

After dealing with the questions from shareholder(s), the Chairman proceeded to put the motion to vote.

On a proposal by the Chairman which was seconded by Shiao Chung Chiang, it was RESOLVED:

“That:

- (a) approval be and is hereby given for the Share Placement and Subscription and the Listing of the Subscription Shares on the Philippine Stock Exchange, Inc;
- (b) the Directors be and are hereby authorised to prepare, finalise, approve and execute any instruments, filings, notices, announcements, agreements and other documents and do all acts and things which they may in their absolute discretion consider necessary desirable or expedient for the purposes of or in connection with the Share Placement, Subscription and Listing of the Subscription Shares on the Philippine Stock Exchange, Inc and/or to give effect to this ordinary resolution.”

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

| FOR           |                | AGAINST       |                | Total No. of Valid Votes Cast |
|---------------|----------------|---------------|----------------|-------------------------------|
| No. of Shares | Percentage (%) | No. of Shares | Percentage (%) |                               |
| 930,300,064   | 99.91%         | 799,200       | 0.09%          | 931,099,264                   |

**CONCLUSION**

There being no other business, the Chairman declared the General Meeting of the Company closed at 11.15 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

  
Rolando C Gapud  
Chairman