



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 of **Del Monte Pacific Limited** (the "Company") will be held at Meeting Room 1, Basement 1, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Friday, 27 April 2007 at 10.00 am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2006 together with the Auditors' Report thereon. **(Resolution 1)**
2. (a) To re-elect the following Directors retiring pursuant to Articles 88 and 92 of the Company's Articles of Association:

Mr. Godfrey E. Scotchbrook	(Retiring under Article 88)	(Resolution 2)
Mr. Patrick L. Go	(Retiring under Article 88)	(Resolution 3)
Mr. Ferdinand K. Constantino	(Retiring under Article 92)	(Resolution 4)
Mr. Francis H. Jardeleza	(Retiring under Article 92)	(Resolution 5)
Mr. Edgardo M. Cruz, Jr.	(Retiring under Article 92)	(Resolution 6)

Messrs Godfrey E. Scotchbrook and Patrick L. Go will, upon re-election as Directors of the Company, remain members of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

Messrs Godfrey E. Scotchbrook and Patrick L. Go will also continue as members of both the Nominating Committee and the Remuneration and Share Option Committee.
- (b) To note the retirement of Mr. Michael Hwang as a Director of the Company with effect from 27 April 2007. [See Explanatory Note (i)]
3. To approve the payment of Directors' fees for the financial year ending 2007 to be computed based on the fee structure set out below:
 - Non Executive Directors: US\$30,000 per annum each, payable quarterly in arrears
 - Board Chairman: US\$22,500 per annum, payable quarterly in arrears
 - Audit Committee Chairman: US\$15,000 per annum, payable quarterly in arrears
 - Remuneration and Share Option Committee Chairman: US\$7,500 per annum, payable quarterly in arrears
 - Nominating Committee Chairman: US\$7,500 per annum, payable quarterly in arrears
 - Audit Committee Members: US\$3,750 per annum each, payable quarterly in arrears
 - Remuneration and Share Option Committee Members: US\$3,750 per annum each, payable quarterly in arrears
 - Nominating Committee Members: US\$3,750 per annum each, payable quarterly in arrears[See Explanatory Note (ii)] **(Resolution 7)**
4. To re-appoint KPMG as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares up to 50 per centum (50%) of issued share capital
That pursuant to Article 15(3)(b) of the Company's Articles of Association and Rule 806 of the Listing Manual of the SGX-ST, the Directors be empowered to allot and issue shares and convertible securities in the capital of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares and convertible securities to be allotted and issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued share capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the issued share capital of the Company and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting 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 (iii)]. **(Resolution 9)**
7. Approval for authority to offer and grant share awards and to allot and issue new shares thereof
That approval be and is hereby granted to the Directors of the Company, acting through its Remuneration and Share Option Committee, to offer and grant 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"), and to allot and issue from time to time such shares in the capital of the Company as may be allotted and issued pursuant to the vesting of the Awards under the Share Plans, provided always that the aggregate number of shares to be allotted and issued pursuant to the Share Plans shall not exceed ten per centum (10%) of the total issued share capital of the Company from time to time [See Explanatory Note (iv)]. **(Resolution 10)**
8. 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 pages 23 to 28 of the Company's Circular dated 26 July 2006 ("Circular") with any party who is of the class of Interested Persons described in the Circular, 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 Circular (the "Shareholders' Mandate");
 - (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting; 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 (v)] **(Resolution 11)**

By Order of the Board
Del Monte Pacific Limited

Yvonne Choo
Secretary

Singapore, 11 April 2007

Explanatory Notes:

- (i) Mr. Michael Hwang has notified the Company of his intention to retire as a Director of the Company at the forthcoming Annual General Meeting due to the time involvement of his other commitments. The Board has accepted the retirement of Mr. Hwang to take effect on 27 April 2007 and wishes to place on record its appreciation to Mr. Hwang for his invaluable contributions.
Mr. Hwang will accordingly relinquish his appointments as Chairman of the Audit Committee and Nominating Committee, and as a member of the Remuneration and Share Option Committee of the Company. The Audit Committee, Nominating Committee and Remuneration and Share Option Committee of the Company will be reconstituted and an announcement will be made in due course.
- (ii) The Ordinary Resolution 7 proposed in item 3 above, if passed, will authorise the Directors to pay Directors' fees for services rendered by Directors on the Board as well as on various Board Committees in accordance with the proposed fee structure. The fee structure (based on guidelines recommended by the Singapore Institute of Directors and disclosed in the Corporate Governance Report in this Annual Report) remains the same as FY2005. The total amount of Directors' fees approved for payment in FY2005 was US\$352,500.
- (iii) The Ordinary Resolution 9 proposed in item 6 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares in the Company. The number of shares that the Directors may allot and issue under this resolution would not exceed fifty per centum (50%) of the issued capital of the Company at the time of the passing of this resolution. For issue of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed twenty per centum (20%) of the issued capital of the Company.
For the purpose of this resolution, the percentage of issued capital is based on the Company's issued capital at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.
- (iv) The Ordinary Resolution 10 proposed in item 7 above, if passed, will empower the Directors of the Company to offer and grant Awards and to allot and issue shares in the capital of the Company in accordance with and pursuant to the Del Monte Pacific Restricted Share Plan and the Del Monte Pacific Performance Share Plan (the "Share Plans"). The number of shares which the Directors may issue under this Resolution shall not exceed ten per centum (10%) of the total issued share capital of the Company from time to time. The Share Plans were adopted at the General Meeting of the Company held on 24 April 2005.
- (v) The Ordinary Resolution 11 proposed in item 8 above, if passed, will authorise the Interested Person Transactions as described in the Information Memorandum inserted in the 2006 Annual Report and recurring in the year; and will empower the Directors to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointer is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Office of the Company's Share Transfer Agent in Singapore, Lim Associates (Pte) Ltd, 3 Church Street #08-01, Samsung Hub, Singapore 049483 not less than forty-eight (48) hours before the time appointed for holding the Meeting.