



## 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 Monday, 27 April 2009 at 10.30 am (or as soon as thereafter following the conclusion or adjournment of the Annual General Meeting to be held at 10.00 am on the same day and at the same place), at The Fullerton Hotel Singapore, Lower Lobby, Ballroom 1, One Fullerton Square, Singapore 049178, for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution, as an Ordinary Resolution:

#### RESOLUTION: ORDINARY RESOLUTION

#### PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

That:

- (a) pursuant to the Articles of Association of the Company, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the share capital of the Company (the "Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company 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 listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - (ii) off-market purchases ("Off-Market Purchases") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the BVI Companies Act and the Listing Rules.

(the "Share Purchase Mandate") be and is hereby authorised and approved;

- (b) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held;
  - (ii) the date on which the share purchases pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked;
- (c) in this Ordinary Resolution:

"Maximum Limit" means that number of issued Shares representing five per cent. (5%) of the issued Shares of the Company as at the date of the passing of this Ordinary Resolution; and

"Maximum Purchase Price" in relation to a Share to be purchased, means an amount (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;
- (ii) 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.

"Average Closing Price" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company 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

- (d) the Directors of the Company and/or any of them 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 Ordinary Resolution.

#### BY ORDER OF THE BOARD

YVONNE CHOO

Company Secretary

Date: 9 April 2009

#### Notes:

1. A Shareholder of the Company entitled to attend and vote at the GM is entitled to appoint not more than two proxies to attend and vote in his/her stead.
2. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent. (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A proxy need not be a Shareholder of the Company.
4. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
5. The instrument appointing a proxy must be deposited at the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte Ltd, 3 Church Street #08-01, Samsung Hub, Singapore 049483, at least forty-eight (48) hours before the time set for the GM or any postponement or adjournment thereof.
6. A Depositor's name must appear on the Depository Registry maintained by CDP as at forty-eight (48) hours before the time fixed for holding the GM in order to be entitled to attend and vote at the GM.