



DEL MONTE PACIFIC LIMITED

(INCORPORATED IN THE BRITISH VIRGIN ISLANDS WITH LIMITED LIABILITY ON 27 MAY 1999)
(THE "COMPANY")

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting ("GM") of the Company will be held by way of electronic means on 17 September 2020 at 10.30 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting to be held at 10.00 a.m. on the same day by way of electronic means), for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below.

All capitalised terms used in this Notice of GM which are not defined herein shall, unless otherwise defined herein, have the same meanings ascribed to them in this Circular.

AS AN ORDINARY RESOLUTION

THE RATIFICATION OF THE SALE OF ISSUED AND PAID UP ORDINARY SHARES IN DEL MONTE PHILIPPINES, INC., AN INDIRECT SUBSIDIARY OF DEL MONTE PACIFIC LIMITED, TO SEA DINER HOLDINGS (S) PTE. LTD.

RESOLVED THAT:-

- (a) the disposal of 12% of the total issued paid-up ordinary share capital of Del Monte Philippines, Inc. to SEA Diner Holdings (S) Pte. Ltd. (the "**Investor**") upon the terms and conditions of the Agreement dated 24 January 2020 ("**Agreement**") and as amended and supplemented by the Supplemental Agreement dated 30 April 2020 between the Company, CARI, DMPI and the Investor (the "**Disposal**"), as a major transaction pursuant to Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, be and is hereby approved, confirmed and ratified;
- (b) the execution by the Company of the Agreement and the Supplemental Agreement (including without limitation, execution of all such documents as may be required) be and is hereby approved, confirmed and ratified;
- (c) the Directors and each of them be, and is hereby, authorised from time to time to cause the completion and the performance of all acts and things as the Directors or each of them may consider necessary, desirable or expedient to give effect to the approvals given in this Ordinary Resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any instruments, filings, notices, announcements, agreements and any other document(s) (if required) as the Directors or each of them shall think fit and in the interests of the Company; and
- (d) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any Director in connection with the Disposal, the Agreement, the Supplemental Agreement and this Ordinary Resolution be and are hereby approved, confirmed and ratified.

By Order of the Board

Antonio E S Ungson
Company Secretary
27 August 2020

EXPLANATORY NOTES TO RESOLUTION TO BE PASSED –

Notes for Shareholders:

1. The GM is being convened, and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 released on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued on 13 April 2020.

Due to the current COVID-19 situation, shareholders will not be able to attend the GM in person.

2. A copy of this Notice will be available on the Company's website at the URL https://www.delmontepacific.com/investors/shareholder-centre#Notice_of_AGM and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to the (i) attendance at the GM via electronic means (including arrangements by which the GM can be electronically accessed via live webcast); (ii) submission of questions to the Chairman of the Meeting ahead of the GM; and (iii) voting by appointing the Chairman of the Meeting as proxy at the GM, are set out in the accompanying Company's announcement on participation in AGM via electronic means dated 27 August 2020.
4. Shareholders at record date at the close of business on 15 September 2020 are entitled to attend and vote at the GM. A Shareholder entitled to attend and vote at the GM is entitled to appoint the Chairman of the Meeting to attend and vote in his/her/it stead. The Chairman of the Meeting need not be a Member of the Company. Where a shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The accompanying proxy form and voting instruction form for the GM may also be accessed at the Company's website at the URL https://www.delmontepacific.com/investors/shareholder-centre#Notice_of_AGM and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

5. If a Depositor wishes to appoint the Chairman of the Meeting to attend, speak and vote at the GM, then he/she/it must:
 - (a) complete and deposit the Depositor proxy form at the office of the Share Transfer Agent:
 - i. in Singapore - Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623
 - ii. in Philippines - BDO Unibank Inc – Trust and Investments Group, at its office address at the Securities Services and Corporate Agencies Department, 15th Floor South Tower, BDO Corporate Centre, 7899 Makati Avenue, Makati City, 0726 Philippines, for the attention of Ms Carla B Salonga,
or

- (b) submit via email
 - i. In Singapore, to DelMonteAGM@boardroomlimited.com
 - ii. In Philippines, to bdo-stock-transfer@bdo.com.ph

In either case, at least forty-eight (48) hours before the time of the GM.

Due to the current COVID-19 situation, shareholders are **strongly encouraged** to submit the completed proxy forms electronically via email.

- 6. If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

SUBMISSION OF QUESTIONS PRIOR TO THE GM

Shareholders and Investors will not be able to ask questions “live” during the virtual GM. However, all Shareholders and Investors of the Company may submit questions relating to the resolutions to be tabled for approval at the GM or the Company’s businesses and operations, no later than 10.00 a.m. on 14 September 2020 via the Pre-registration Website. The Company will endeavour to address questions which are substantial and relevant prior to, or at, the GM proceedings.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing [the Chairman] as proxy(ies), a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the GM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the GM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.