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FIRST PACIFIC COMPANY LIMITED

(Incorporated with limited liability under the laws of Bermuda)

Website: <http://www.firstpacific.com>

(Stock Code: 00142)

ANNOUNCEMENT

NEW CONTINUING CONNECTED TRANSACTIONS RELATING TO THE FLOUR BUSINESS OF THE INDOFOOD GROUP BETWEEN BOGASARI FLOUR MILLS, A DIVISION OF INDOFOOD, AND PT NIPPON INDOSARI CORPINDO AND PT INDOTEK KONSULTAN UTAMA

Introduction

The Company announces the entering into of two new continuing connected transactions on 23 February 2010 by Indofood, a 50.1% subsidiary of the Company, with:

- (i) NIC, relating to the proposed sale of flour to NIC by Indofood; and
- (ii) IKU, relating to the provision of management services to Indofood by representatives of IKU in relation to certain projects including upgrading of flour production lines, electric panel mill, fiber optic network, repair works and construction of new flour silo and cross chain conveyor for wheat containers, for the period between 1 January 2010 and 31 December 2010.

NIC is owned as to 40% by a company controlled by Mr. Anthoni Salim. IKU is wholly owned by companies controlled by Mr. Anthoni Salim.

Description of the Connected Relationship

The NIC Flour Supply Contract and the IKU Management Services Contract constitute continuing connected transactions for the Company under Rule 14A.14 of the Listing Rules because:

- (i) Mr. Anthoni Salim is the Chairman and substantial shareholder of the Company and President Director and CEO of Indofood;
- (ii) NIC is owned as to 40% by a company controlled by Mr. Anthoni Salim and is therefore an associate of Mr. Anthoni Salim under the Listing Rules; and
- (iii) IKU is wholly owned by companies controlled by Mr. Anthoni Salim and is therefore an associate of Mr. Anthoni Salim under the Listing Rules.

Listing Rules Implications

Based on the five test calculations set out in Rule 14.07 of the Listing Rules, each of the applicable percentage ratios on an annual basis in respect of the NIC Flour Supply Contract for the period from 23 February 2010 to 31 December 2010 and for each of the years ending 31 December 2011 and 2012 is more than 0.1% but less than 2.5%. The NIC Flour Supply Contract is, therefore, subject to the reporting and announcement requirements of Rule 14A.32 of the Listing Rules but is exempt from the independent shareholders' approval under the Listing Rules.

Also, based on the five test calculations set out in Rule 14.07 of the Listing Rules, each of the applicable relevant percentage ratios on an annual basis in respect of the IKU Management Services Contract for the year ending 31 December 2010 is less than 0.1%.

Under Rule 14A.25 of the Listing Rules, the annual caps in respect of the NIC Flour Supply Contract and the IKU Management Services Contract for the year ending 31 December 2010 have been aggregated and on this basis, each of the applicable percentage ratios is more than 0.1% but still less than 2.5%. The IKU Management Services Contract is, therefore, also subject to the reporting and announcement requirements of Rule 14A.32 of the Listing Rules but is exempt from the independent shareholders' approval under the Listing Rules.

Views of the Directors

The Directors (including the independent non-executive directors of the Company) believe that the terms of the NIC Flour Supply Contract and the IKU Management Services Contract respectively are fair and reasonable, on normal commercial terms and in the interest of the shareholders of the Company as a whole. The NIC Flour Supply Contract and the IKU Management Services Contract were entered into on an arm's length basis and in the ordinary course of business.

The Directors also believe that the entering into of the NIC Flour Supply Contract will be beneficial to the Group because it will increase sales for Indofood and utilise excess production capacity within Indofood.

The Directors also believe that the entering into of the IKU Management Services Contract will be beneficial to the Group because IKU has experienced personnel with the technical capability to handle and monitor Indofood's projects under the IKU Management Services Contract.

Details of the continuing connected transactions and the annual caps are set out in this announcement below.

Introduction

First Pacific Company Limited (the "Company" or "First Pacific") announces the entering into of two new continuing connected transactions on 23 February 2010 by PT Indofood Sukses Makmur Tbk – Bogasari division ("Indofood"), a 50.1% subsidiary of the Company, with:

- (i) PT Nippon Indosari Corpindo ("NIC"), relating to the proposed sale of flour to NIC by Indofood (the "NIC Flour Supply Contract"); and
- (ii) PT Indotek Konsultan Utama ("IKU"), relating to the provision of management services to Indofood by representatives of IKU in relation to certain projects including upgrading of flour production lines, electric panel mill, fiber optic network, repair works and construction of new flour silo and cross chain conveyor for wheat containers, for the period between 1 January 2010 and 31 December 2010 (the "IKU Management Services Contract").

NIC is owned as to 40% by a company controlled by Mr. Anthoni Salim, the Chairman and substantial shareholder of the Company and President Director and CEO of Indofood. IKU is wholly owned by companies controlled by Mr. Anthoni Salim.

Details of new continuing connected transactions and annual caps

	Name of contract	Term of contract	Annual Caps (in US\$ million)		
			for the year ending 31 December 2010	for the year ending 31 December 2011	for the year ending 31 December 2012
1.	NIC Flour Supply Contract	3 years	(from 23 February 2010) 16.3	18.3	20.7
2.	IKU Management Services Contract	1 year	0.2	–	–
Aggregated Annual Caps			16.5	18.3	20.7

The bases for the determination of the annual caps are:

- (a) in respect of the NIC Flour Supply Contract – based on NIC’s sales forecast.
- (b) in respect of the IKU Management Services Contract – based on projected activity level for the planned upgrading projects, taking into account factors such as number of staff required and time involved.

Description of the Connected Relationship

The NIC Flour Supply Contract and the IKU Management Services Contract constitute continuing connected transactions for the Company under Rule 14A.14 of the Listing Rules because:

- (i) Mr. Anthoni Salim is the Chairman and substantial shareholder of the Company and President Director and CEO of Indofood;
- (ii) NIC is owned as to 40% by a company controlled by Mr. Anthoni Salim and is therefore an associate of Mr. Anthoni Salim under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”); and
- (iii) IKU is wholly owned by companies controlled by Mr. Anthoni Salim and is therefore an associate of Mr. Anthoni Salim under the Listing Rules.

Listing Rules Implications

Based on the five test calculations set out in Rule 14.07 of the Listing Rules, each of the applicable percentage ratios on an annual basis in respect of the NIC Flour Supply Contract for the period from 23 February 2010 to 31 December 2010 and for each of the years ending 31 December 2011 and 2012 is more than 0.1% but less than 2.5%. The NIC Flour Supply Contract is, therefore, subject to the reporting and announcement requirements of Rule 14A.32 of the Listing Rules but is exempt from the independent shareholders' approval under the Listing Rules.

Also, based on the five test calculations set out in Rule 14.07 of the Listing Rules, each of the applicable relevant percentage ratios on an annual basis in respect of the IKU Management Services Contract for the year ending 31 December 2010 is less than 0.1%.

Under Rule 14A.25 of the Listing Rules, the annual caps in respect of the NIC Flour Supply Contract and the IKU Management Services Contract for the year ending 31 December 2010 have been aggregated and on this basis, each of the applicable percentage ratios is more than 0.1% but still less than 2.5%. The IKU Management Services Contract is, therefore, also subject to the reporting and announcement requirements of Rule 14A.32 of the Listing Rules but is exempt from the independent shareholders' approval under the Listing Rules.

Views of the Directors

The Directors (including the independent non-executive directors of the Company) believe that the terms of the NIC Flour Supply Contract and the IKU Management Services Contract respectively are fair and reasonable, on normal commercial terms and in the interest of the shareholders of the Company as a whole. The NIC Flour Supply Contract and the IKU Management Services Contract were entered into on an arm's length basis and in the ordinary course of business.

The Directors also believe that the entering into of the NIC Flour Supply Contract will be beneficial to the Group because it will increase sales for Indofood and utilize excess production capacity within Indofood.

The Directors also believe that the entering into of the IKU Management Services Contract will be beneficial to the Group because IKU has experienced personnel with the technical capability to handle and monitor Indofood's projects under the IKU Management Services Contract.

General

The Company is a Hong Kong-based investment and management company with operations located in Asia. The Company's principal business interests relate to Telecommunications, Consumer Food Products, Infrastructure and Natural Resources.

NIC is the biggest reputable modern bakery industry in Indonesia with two factories in Cikarang and Jawa Timur.

IKU is engaged in the business of consultancy and engineering in Indonesia. IKU is considered one of the most reputable consultant companies which provide services in relation to engineering and project management in Indonesia.

By Order of the Board
First Pacific Company Limited
Nancy L.M. Li
Company Secretary

Hong Kong, 23 February 2010

Unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = Rupiah9,400 = HK\$7.8. Percentages and figures expressed in millions have been rounded.

As at the date of this announcement, the Board comprises the following Directors:

Anthoni Salim, <i>Chairman</i>	Tedy Djuhar
Manuel V. Pangilinan, <i>Managing Director and CEO</i>	Sutanto Djuhar
Edward A. Tortorici	Ibrahim Risjad
Robert C. Nicholson	Benny S. Santoso
Napoleon L. Nazareno	Graham L. Pickles*
Ambassador Albert F. del Rosario	Prof. Edward K.Y. Chen*, <i>GBS, CBE, JP</i>
Sir David W.C. Tang*, <i>KBE</i>	Jun Tang*

* *Independent Non-executive Directors*