

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



FIRST PACIFIC COMPANY LIMITED

(Incorporated with limited liability under the laws of Bermuda)

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

(Stock Code: 00142)

ANNOUNCEMENT

CONTINUING CONNECTED TRANSACTIONS

**(1) NEW 2011-2013 PLANTATIONS BUSINESS TRANSACTION
AND
(2) AMENDMENT AGREEMENT TO EXISTING FLOUR BUSINESS
TRANSACTION (2)
AND REVISION OF ANNUAL CAPS FOR
EXISTING FLOUR BUSINESS TRANSACTIONS**

Introduction

First Pacific announces the entering into of a new continuing connected transaction on 14 February 2011 in relation to its Plantations Business between members of the Indofood Group and certain associates of Mr. Anthoni Salim, who is both the Chairman of the board of directors of the Company, a substantial shareholder of the Company and President Director and CEO of Indofood.

The Company also announces that on 14 February 2011, Bogasari and FFI entered into the Amendment Agreement to amend and supplement the terms of the Existing Flour Business Transaction (2).

Revision of Existing Flour Business Caps

As a result of the entering into of the Amendment Agreement, the Company would like to revise the Annual Caps for the Existing Flour Business Transaction (2) to take into account the supply of flour by Bogasari to FFI in addition to the supply of spaghetti, for each of the financial years ending 31 December 2011, 2012 and 2013. In addition, Indofood has also been monitoring the amount of the Existing Flour Business Transaction (2), having regard to internal estimates of demand and operating conditions. Since the disclosure of the Existing Flour Business Caps, Indofood has noted that the Annual Caps for the Existing Flour Business Transaction (2) will not be sufficient to meet the requirements of the counterparty.

Accordingly, the Company would like to revise the Annual Caps for the Existing Flour Business Transactions for each of the financial years ending 31 December 2011, 2012 and 2013, in the amounts set out in Table C below in this announcement.

Listing Rules Implications

One or more of the percentage ratios in respect of the Annual Caps relating to the New 2011-2013 Plantations Business Transaction exceeds 0.1% but none of the percentage ratios exceeds 5%. Accordingly, the agreement entered into in respect of the New 2011-2013 Plantations Business Transaction and its Annual Caps for each of the financial years ending 31 December 2011, 2012 and 2013 are subject to the reporting and announcement requirements of Chapter 14A of the Listing Rules, but not the independent shareholders' approval requirement.

When the additional Annual Caps for the Existing Flour Business Transaction (2) for each of the financial years ending 31 December 2011, 2012 and 2013 are aggregated with the Existing Flour Business Caps, one or more of the percentage ratios exceeds 0.1% but none of the percentage ratios exceed 5%. Accordingly, the Amendment Agreement, its related Annual Caps and the Revised 2011-2013 Flour Business Caps are subject to the reporting and announcement requirements of Chapter 14A of the Listing Rules, but not the independent shareholders' approval requirement.

Views of the directors

The directors (including the independent non-executive directors of the Company) consider that the terms of the New 2011-2013 Plantations Business Transaction and its Annual Caps, the Amendment Agreement to the Existing Flour Business Transaction (2), its additional Annual Caps and the Revised 2011-2013 Flour Business Caps are fair and reasonable and in the best interests of the Company and its shareholders as a whole.

INTRODUCTION

First Pacific Company Limited (“**First Pacific**” or “**Company**”) announces the entering into of a new continuing connected transaction on 14 February 2011 in relation to its plantations business (“**Plantations Business**”) between PT Indofood Sukses Makmur Tbk (“**Indofood**”) (or its subsidiaries) (“**Group**”) and certain associates of Mr. Anthoni Salim, who is both the Chairman of the board of directors of the Company, a substantial shareholder of the Company and President Director and CEO of Indofood.

The Company also announces that on 14 February 2011, the Bogasari Flour Mills Division of Indofood (“**Bogasari**”) and PT Fast Food Indonesia Tbk (“**FFI**”) entered into an amendment agreement (“**Amendment Agreement**”) for the purposes of amending and supplementing the terms of an existing flour business (“**Flour Business**”) transaction between those parties. The Company also announces the revision of the annual caps (“**Annual Caps**”) in relation to such Flour Business transaction as a result of the entering into of the Amendment Agreement and the increase in the Annual Caps in respect of the same existing Flour Business transaction in order to meet the requirements of the counterparty.

(1) NEW 2011-2013 PLANTATIONS BUSINESS TRANSACTION

The Company announces that members of the Indofood Group had, on 14 February 2011, entered into the following new Plantations Business transaction in relation to Indofood’s Plantation Business for the financial years ending 31 December 2011, 2012 and 2013 (the “**New 2011- 2013 Plantations Business Transaction**”) set out in Table A below.

TABLE A – New 2011-2013 Plantations Business Transaction

Parties:	(a) PT Salim Ivomas Pratama (“ SIMP ”); and (b) Shanghai Resources International Trading, Co. Ltd. (“ Shanghai Resources ”)
Date of contract:	14 February 2011
Expiry:	31 December 2013
Subject matter:	The sale of palm oil products, such as margarine and shortening, by SIMP to Shanghai Resources
Annual Caps:	
For the year ending 31 December 2011	US\$35.0 million (equivalent to approximately HK\$273.0 million)
For the year ending 31 December 2012	US\$46.0 million (equivalent to approximately HK\$358.8 million)
For the year ending 31 December 2013	US\$55.0 million (equivalent to approximately HK\$429.0 million)

The New 2011-2013 Plantations Business Transaction constitutes a continuing connected transaction for the Company under Rule 14A.14 of the Listing Rules because:

- (i) Mr. Anthoni Salim is the Chairman of the board of directors and a substantial shareholder of the Company and President Director and CEO of Indofood; and
- (ii) Shanghai Resources is an associate of Mr. Anthoni Salim.

The New 2011-2013 Plantations Business Transaction was entered into to accommodate the expansion of the Plantations Business and business growth.

The basis for determining the consideration for the New 2011-2013 Plantations Business Transaction was on normal commercial terms and was determined on an arm's length basis. The agreement in respect of the New 2011-2013 Plantations Business Transaction provides that the pricing will be determined in accordance with the prevailing market rates. The consideration under the New 2011-2013 Plantations Business Transaction would be payable in accordance with credit terms to be agreed between the parties, in cash.

The Annual Caps for the New 2011-2013 Plantation Business Transaction are based on estimated transaction values and projected activity levels between the parties for each of the financial years ending 31 December 2011, 2012 and 2013.

The New 2011-2013 Plantations Business Transaction will be conducted in the normal course of business of the Indofood Group and is entered into on an arm's length basis.

One or more of the percentage ratios in respect of the Annual Caps relating to the New 2011-2013 Plantations Business Transaction exceeds 0.1% but none of the percentage ratios exceeds 5%. Accordingly, the agreement to be entered into in respect of the New 2011-2013 New Plantations Business Transaction and its related Annual Caps for each of the financial years ending 31 December 2011, 2012 and 2013 is subject to the reporting and announcement requirements of Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), but not the independent shareholders' approval requirement.

(2) AMENDMENT AGREEMENT TO EXISTING FLOUR BUSINESS TRANSACTION (2) AND REVISION OF ANNUAL CAPS FOR EXISTING FLOUR BUSINESS TRANSACTION (2)

Shareholders are referred to the announcement of the Company dated 8 November 2010 (“**November 2010 Announcement**”) which describes, among other things, a series of continuing connected transactions relating to Indofood’s Flour Business for the financial years ending 31 December 2011, 2012 and 2013 (“**Existing Flour Business Transactions**”). Transaction numbered (2) of the Existing Flour Business Transactions relates to the sale of spaghetti by Bogasari to FFI for each of the financial years ending 31 December 2011, 2012 and 2013 (“**Existing Flour Business Transaction (2)**”).

On 14 February 2011, Bogasari and FFI entered into the Amendment Agreement whereby the parties have agreed to expand the supply of products pursuant to Existing Flour Business Transaction (2) to include the supply of flour in addition to the current supply of spaghetti by Bogasari to FFI. Details of the Amendment Agreement are set out in Table B as follows:

TABLE B – AMENDMENT AGREEMENT TO EXISTING FLOUR BUSINESS TRANSACTION (2)

Parties:	(a) Bogasari; and (b) FFI
Date of contract:	14 February 2011
Expiry:	31 December 2013
Subject matter:	The supply of flour by Bogasari to FFI, in addition to the supply of spaghetti by Bogasari to FFI pursuant to the Existing Flour Business Transaction (2).

Each of the Existing Flour Business Transaction (2) and the Amendment Agreement constitutes a continuing connected transaction for the Company under Rule 14A.14 of the Listing Rules because:

- (i) Mr. Anthoni Salim is the Chairman of the board of directors and a substantial shareholder of the Company and President Director and CEO of Indofood; and
- (ii) FFI is an associate of Mr. Anthoni Salim.

The Amendment Agreement was entered into in order to accommodate the supply of flour in addition to the supply of spaghetti by Bogasari to FFI, and to accommodate business growth.

The basis for determining the consideration pursuant to the Amendment Agreement was on normal commercial terms and was determined on an arm's length basis. The Amendment Agreement provides that the pricing in respect of the supply of flour shall be determined and mutually agreed by and between the parties based on prevailing market conditions. The consideration for the supply of flour would be payable in accordance with credit terms to be agreed between the parties, in cash.

The revised Annual Caps for the Existing Flour Business Transaction (2) as a result of the entering into of the Amendment Agreement are based on estimated transaction values and projected activity levels between the parties for each of the financial years ending 31 December 2011, 2012 and 2013.

The Existing Flour Business Transaction (2) incorporating the Amendment Agreement will be conducted in the normal course of business of the Indofood Group and is entered into on an arm's length basis.

Revised Annual Caps for Existing Flour Business Transaction (2)

The Company also previously announced in the November 2010 Announcement the Annual Caps for the Existing Flour Business Transactions for each of the financial years ending 31 December 2011, 2012 and 2013 (the "**Existing Flour Business Caps**"). Under Rule 14A.36(1) of the Listing Rules, where a previously disclosed Annual Cap is exceeded or is proposed to be exceeded or a relevant agreement is renewed, the Company must re-comply with Rules 14A.35(3) and 14A.35(4) by re-complying with the reporting, announcement and independent shareholders' approval requirements, as appropriate.

As a result of the entering into of the Amendment Agreement, the Company would like to revise the Annual Caps for the Existing Flour Business Transaction (2) to take into account the supply of flour by Bogasari to FFI in addition to the supply of spaghetti, for each of the financial years ending 31 December 2011, 2012 and 2013. In addition, Indofood has also been monitoring the amount of the Existing Flour Business Transaction (2), having regard to internal estimates of demand and operating conditions. Since the disclosure of the Existing Flour Business Caps, Indofood has noted that the Annual Caps for the Existing Flour Business Transaction (2) will not be sufficient to meet the requirements of the counterparty. Accordingly, the Company would like to revise the Annual Caps for the Existing Flour Business Transactions for each of the financial years ending 31 December 2011, 2012 and 2013, in the amounts set out in Table C below ("**Revised 2011-2013 Flour Business Caps**").

TABLE C – Revised 2011-2013 Flour Business Caps

	Existing Annual Caps in respect of Existing Existing Flour Business Caps as announced in the November 2010 Announcement <i>(US\$ millions)</i>	Existing Annual Caps in respect of Existing Flour Business Transaction (2) as announced in the November 2010 Announcement <i>(US\$ millions)</i>	Revised Annual Caps for Existing Flour Business Transaction (2) <i>(US\$ millions)</i>	Revised 2011- 2013 Flour Business Caps <i>(US\$ millions)</i>
For the year ending 31 December 2011	US\$18.6 million	US\$0.3 million	US\$3.3 million	US\$21.6 million
For the year ending 31 December 2012	US\$21.1 million	US\$0.4 million	US\$3.4 million	US\$24.1 million
For the year ending 31 December 2013	US\$23.8 million	US\$0.5 million	US\$3.6 million	US\$26.9 million

When the additional Annual Caps for each of the financial years ending 31 December 2011, 2012 and 2013 are aggregated with the Existing Flour Business Caps, one or more of the percentage ratios exceeds 0.1% but none of the percentage ratios exceed 5%. Accordingly, the Amendment Agreement and its related Annual Caps and the Revised 2011-2013 Flour Business Caps are subject to the reporting and announcement requirements of Chapter 14A of the Listing Rules, but not the independent shareholders' approval requirement.

BENEFITS EXPECTED TO ACCRUE TO THE INDOFOOD GROUP AND THE COMPANY AND REASONS FOR ENTERING INTO THE TRANSACTIONS

The benefits which are expected to accrue to the Indofood Group and the Company as a result of the New 2011-2013 Plantations Business Transaction, the entering into of the Amendment Agreement to Existing Flour Business Transaction (2) and the revision of the Existing Flour Business Caps include the continued expansion of the Indofood Group's business operations, revenue and operational profitability, the expansion of Indofood's distribution network and the increase of the worldwide brand awareness of the Indofood Group.

VIEWS OF THE DIRECTORS

The directors (including the independent non-executive directors of the Company) consider that the terms of the New 2011-2013 Plantations Business Transaction and its Annual Caps, the terms of the Amendment Agreement to the Existing Flour Business Transaction (2), its additional Annual Caps and the Revised 2011-2013 Flour Business Caps are fair and reasonable and in the best interests of the Company and its shareholders as a whole.

Under Rule 14A.56(9) of the Listing Rules, any director with a material interest in a connected transaction which does not require shareholders' approval is required to abstain from voting in respect of the resolution relating to that transaction in a board meeting. The Company confirms that Mr. Anthoni Salim, who has a material interest in the continuing connected transactions described in this announcement, abstained from voting at the relevant board meeting in respect of those continuing connected transactions. None of the other directors has a material interest in the continuing connected transactions described in this announcement.

INFORMATION IN RESPECT OF THE COUNTERPARTY TO THE CONTINUING CONNECTED TRANSACTIONS

FFI is engaged in food and restaurant operations. It is the master franchise holder of Kentucky Fried Chicken (KFC) brand in Indonesia. FFI operates approximately 380 restaurant outlets.

Shanghai Resources is a trading company wholly-owned by Mr. Anthoni Salim and companies controlled by him. It has trading experience and a consumer network in the People's Republic of China, particularly in respect of the trading of margarine and shortening.

INFORMATION IN RESPECT OF THE COMPANY AND INDOFOOD

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.

Indofood is a leading processed food company engaged in food manufacturing, processing, marketing and distribution. It is based in Jakarta, and is listed on the Indonesia Stock Exchange. Its Consumer Branded Products subsidiary, PT Indofood CBP Sukses Makmur Tbk, is listed on the Indonesia Stock Exchange and its Agribusiness subsidiaries, Indofood Agri Resources Ltd. and PT PP London Sumatra Indonesia Tbk are listed on the Singapore and Indonesia Stock Exchanges, respectively. Through its four complementary strategic business groups, Indofood offers and distributes a wide range of food products throughout Indonesia: Consumer Branded Products (noodles, dairy, food seasonings, snack foods and nutrition and special foods),

Bogasari (flour and pasta), Agribusinesses (oil palm, rubber, sugar cane, cocoa and tea plantations, cooking oils, margarine and shortening) and Distribution. Indofood is one of the world's largest instant noodles manufacturers by volume, plantation companies by hectare and the largest flour miller in Indonesia. Indofood's flourmill in Jakarta is one of the largest in the world in terms of production capacity in one location. It also has an extensive distribution network in Indonesia.

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

Hong Kong, 14 February 2011

Unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = Rupiah 9,100 = 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, *Chairman*

Manuel V. Pangilinan, *Managing Director and CEO*

Edward A. Tortorici

Robert C. Nicholson

Napoleon L. Nazareno

Ambassador Albert F. del Rosario

Sir David W.C. Tang*, *KBE*

Tedy Djuhar

Ibrahim Risjad

Benny S. Santoso

Graham L. Pickles*

Prof. Edward K.Y. Chen*, *GBS, CBE, JP*

Jun Tang*

* *Independent Non-executive Directors*