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FIRST PACIFIC COMPANY LIMITED

第一太平有限公司

(Incorporated with limited liability under the laws of Bermuda)

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

(Stock Code: 00142)

CONNECTED TRANSACTION RELATED TO THE ACQUISITION OF COMMERCIAL ASSETS FOR CONDUCTING BOTTLED WATER BUSINESS IN INDONESIA

The Company announces that, on 15 November 2013, TMP and TSP entered into a conditional sale and purchase agreement with the Vendors and Mr. Soegianto. The Vendors are engaged in the bottled water business under the brand “CLUB” in Indonesia and Mr. Soegianto is the ultimate owner of the Vendors. TMP is a subsidiary of the Company. TSP is an associated company of the Company. The agreement relates to the purchase by TMP and TSP of certain tangible assets, including land, buildings, machinery, vehicles, furniture and fixtures, trademarks and inventory, as well as certain intangible assets, including the CLUB brand (the “**Transaction**”).

The Transaction involves the purchase by TMP of the Commercial Assets and the purchase by TSP of the Manufacturing Assets. The total consideration for the Transaction is approximately IDR2.2 trillion (equivalent to approximately US\$191.3 million or HK\$1.5 billion), subject to VAT of 10% (unless the Purchasers obtain an exemption from VAT from the relevant tax authority), in which the consideration for the Commercial Assets is IDR1.05 trillion (equivalent to approximately US\$91.3 million or HK\$712 million) and the consideration for the Manufacturing Assets is IDR1.15 trillion (equivalent to approximately US\$100.0 million or HK\$780 million).

TMP was established on 16 October 2013 as a joint venture company between IASB and MB for the purposes of the marketing, sales and distribution of bottled water. TMP is owned as to 80% by IASB and as to 20% by MB. IASB is itself a joint venture company owned as to 51% by ICBP (an indirect subsidiary of Indofood) and as to 49% by Asahi Group SEA (a wholly-owned subsidiary of Asahi Group Holdings). Therefore, TMP is a subsidiary of Indofood.

TSP was established on 16 October 2013 as a joint venture company between AIBM and MB for the purpose of producing bottled water. TSP is owned as to 80% by AIBM and as to 20% by MB. AIBM is itself a joint venture company owned as to 51% by Asahi Group SEA and as to 49% by ICBP. Therefore, TSP is a subsidiary of Asahi Group Holdings and an associated company of Indofood.

The purchase by TMP of the Commercial Assets constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules because:-

1. TMP is an indirect subsidiary of Indofood, in which the Company indirectly owns an approximately 50.1% interest.
2. MB, a company owned by Mr. Soegianto and his family, holds a 20% interest in TMP. Accordingly, MB, an associate of Mr. Soegianto, is a substantial shareholder of TMP; and Mr. Soegianto is, therefore, a connected person of the Company.

All the applicable percentage ratios in respect of the purchase by TMP of the Commercial Assets are less than 5%. Accordingly, the entering into by TMP of the Agreement is subject to the reporting and announcement requirements of Chapter 14A of the Listing Rules, but is exempt under Listing Rule 14A.32 from the independent shareholders' approval requirement of Chapter 14A.

INTRODUCTION

First Pacific Company Limited (the “**Company**”) announces that, on 15 November 2013, PT Tirta Makmur Perkasa (“**TMP**”) and PT Tirta Sukses Perkasa (“**TSP**”), entered into a conditional sale and purchase agreement (the “**Agreement**”) with 22 companies which are members of the Tirta Bahagia Group (the “**Vendors**”) engaged in the bottled water business under the brand “**CLUB**” in Indonesia, and Mr. Ignatius Soegianto Dihadjo (“**Mr. Soegianto**”), the ultimate owner of the Vendors. The Vendors are engaged in the bottled water business under the brand “**CLUB**”. TMP is a subsidiary of the Company. TSP is an associated company of the Company. The Agreement provides for the purchase by TMP and TSP of certain tangible assets, including land, buildings, machinery, vehicles, furniture and fixtures, trademarks and inventory, as well as certain intangible assets, including the CLUB brand (collectively, the “**Assets**”) (the “**Transaction**”).

THE TRANSACTION

- Parties : (a) TMP and TSP (the “**Purchasers**”)
- (b) 22 companies under Tirta Bahagia Group (the “**Vendors**”)
- (c) Mr. Soegianto as the ultimate owner of the Vendors

Date of Agreement : 15 November 2013

- Description of the Transaction : (a) The sale by the Vendors to TMP of the Assets used for and/or related to the marketing, sale and distribution of bottled water (the “**Commercial Assets**”), the consideration for which is IDR1.05 trillion (equivalent to approximately US\$91.3 million or HK\$712 million)
- (b) The sale by the Vendors to TSP of the Assets used for and/or related to the manufacturing of bottled water (the “**Manufacturing Assets**”), the consideration for which is IDR1.15 trillion (equivalent to approximately US\$100.0 million or HK\$780 million)
- Total consideration for the Transaction : Approximately IDR2.2 trillion (equivalent to approximately US\$191.3 million or HK\$1.5 billion), subject to value added tax (“**VAT**”) of 10% (unless the Purchasers obtain an exemption from VAT from the relevant tax authority)

The closing of the Transaction is subject to the satisfaction of certain conditions precedent, including the release of assets as debt collateral and obtaining the necessary approvals and permits required by the Vendors and the Purchasers to effect the Transaction. The Transaction is expected to be completed no later than the end of the first quarter of 2014.

The Agreement provides that each of TMP and TSP shall pay the consideration to the Vendors as follows:

1. the amount of IDR150 billion (equivalent to approximately US\$13.0 million or HK\$102 million) plus VAT will be paid as the first advance payment by TSP to the Vendors within seven (7) Business Days from the signing date of the Agreement;
2. the amount of IDR850 billion (equivalent to approximately US\$73.9 million or HK\$577 million) plus VAT (unless the Purchasers obtain an exemption from VAT from the relevant tax authority) will be paid as the second advance payment by TSP in the amount of IDR243 billion (equivalent to approximately US\$21.1 million or HK\$165 million) and by TMP in the amount of IDR607 billion (equivalent to approximately US\$52.8 million HK\$412 million), no later than four (4) weeks from the signing date of the Agreement; and
3. the remaining balance amount of approximately IDR1.2 trillion (equivalent to approximately US\$104.3 million or HK\$814 million) plus VAT will be paid on the Closing Date (as defined in the Agreement).

The consideration for the Transaction will be financed from internal funds and bank loans of the Purchasers. The consideration was determined following arm's length negotiations and on normal commercial terms, having regard to, among other things, the expected future prospects of the bottled water business. The Agreement provides that the value of the stocks and inventories are determined at cost value based on the mutual agreement of the Purchasers and the Vendors.

Having regard to the Transaction being structured as the acquisition of specific assets, the Vendors, as independent third parties from a business viewpoint, were not agreeable to furnishing the financial information. Accordingly, such information is not available for disclosure in this announcement.

IMPLICATIONS UNDER THE LISTING RULES

TMP was established on 16 October 2013 as a joint venture company between PT Indofood Asahi Sukses Beverage (“**IASB**”) and PT Multi Bahagia (“**MB**”) for the purposes of the marketing, sales and distribution of bottled water. TMP is owned as to 80% by IASB and as to 20% by MB. IASB is itself a joint venture company owned as to 51% by PT Indofood CBP Sukses Makmur Tbk (“**ICBP**”) (an indirect subsidiary of PT Indofood Sukses Makmur Tbk (“**Indofood**”)) and as to 49% by Asahi Group Holdings Southeast Asia Pte. Ltd. (“**Asahi Group SEA**”) (a wholly-owned subsidiary of Asahi Group Holdings, Ltd (“**Asahi Group Holdings**”)). Therefore, TMP is a subsidiary of Indofood.

TSP was established on 16 October 2013 as a joint venture company between PT Asahi Indofood Beverage Makmur (“**AIBM**”) and MB for the purpose of producing bottled water. TSP is owned as to 80% by AIBM and as to 20% by MB. AIBM is itself a joint venture company owned as to 51% by Asahi Group SEA and as to 49% by ICBP. Therefore, TSP is a subsidiary of Asahi Group Holdings and an associated company of Indofood.

The purchase by TMP of the Commercial Assets constitutes a connected transaction for the Company under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) because:–

1. TMP is an indirect subsidiary of Indofood, in which the Company indirectly owns an approximately 50.1% interest.
2. MB, a company owned by Mr. Soegianto and his family, holds a 20% interest in TMP. Accordingly, MB, an associate of Mr. Soegianto, is a substantial shareholder of TMP; and Mr. Soegianto is, therefore, a connected person of the Company.

All the applicable percentage ratios in respect of the purchase by TMP of the Commercial Assets are less than 5%. Accordingly, the entering into by TMP of the Agreement is subject to the reporting and announcement requirements of Chapter 14A of the Listing Rules, but is exempt under Listing Rule 14A.32 from the independent shareholders' approval requirement of Chapter 14A.

No director of the Company has a material interest in the Transaction.

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

The Transaction will allow Indofood to expand its product portfolio and place Indofood in a better position to accelerate entry into bottled water, the largest category of non-alcoholic beverage market in Indonesia.

VIEWS OF THE DIRECTORS

The directors (including the Independent Non-executive directors) of the Company consider that the terms of the Transaction are fair and reasonable and in the interest of the Company and its shareholders as a whole.

INFORMATION IN RESPECT OF THE COMPANY AND THE INDOFOOD GROUP

The Company is a Hong Kong based investment management and holding company with operations located in Asia. The Company's principal business interests relate to telecommunications, infrastructure, consumer food products and natural resources.

Indofood is a leading Total Food Solutions company with operations in all stages of food manufacturing from the production of raw materials and their processing through to consumer products and distribution to wholesalers/retailers. It is based and listed in Jakarta; its Consumer Branded Products subsidiary ICBP and its agribusiness subsidiaries PT Salim Ivomas Pratama Tbk (SIMP) and PT PP London Sumatra Indonesia Tbk are also listed in Jakarta. Another agribusiness subsidiary, Indofood Agri Resources Ltd., is listed in Singapore. Through its four complementary strategic business groups, Indofood manufactures and distributes a wide range of food products: Consumer Branded Products (noodles, dairy, snack foods, food seasonings 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 noodle manufacturers by volume, one of the largest plantations companies by area and the largest flour miller in Indonesia. Indofood also has an extensive distribution network.

Information in relation to TMP and TSP is given above, in the section headed "Implications under the Listing Rules".

INFORMATION IN RESPECT OF THE COUNTERPARTIES

The Vendors conduct the bottled water business using the brand "CLUB", which currently commands the second highest market share in the Indonesia bottled water market.

Mr. Soegianto is the ultimate owner of the Vendors.

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

Hong Kong, 15 November 2013

Unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = IDR11,500 = HK\$7.8. Percentages and figures expressed in trillions, billions and millions have been rounded.

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

Executive Directors:

Manuel V. Pangilinan, *Managing Director and CEO*
Edward A. Tortorici
Robert C. Nicholson

Non-executive Directors:

Anthoni Salim, *Chairman*
Benny S. Santoso
Tedy Djuhar
Napoleon L. Nazareno

Independent Non-executive Directors:

Graham L. Pickles
Prof. Edward K.Y. Chen, *GBS, CBE, JP*
Margaret Leung Ko May Yee, *SBS, JP*
Philip Fan Yan Hok