



FIRST PACIFIC COMPANY LIMITED

第一太平

(Incorporated with limited liability under the laws of Bermuda)
Website: <http://www.firstpacco.com>

(Stock Code: 00142)

OVERSEAS REGULATORY ANNOUNCEMENT

(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)

Please refer to the attached notice relating to:-

Filing made by Indofood Agri Resources Limited (“IndoAgri”) to the Singapore Stock Exchange in relation to the Announcement relating to the Update of Status on the Proposed Acquisition of a Majority Interest in PT Perusahaan Perkebunan London Sumatra Indonesia TBK.

Dated this 29th day of August, 2007

As at the date of this announcement, the board of directors of First Pacific Company Limited comprises the following directors:

Anthoni Salim, *Chairman*
Manuel V. Pangilinan, *Managing Director and CEO*
Edward A. Tortorici
Robert C. Nicholson
Ambassador Albert F. del Rosario
Edward K.Y. Chen*, *GBS, CBE, JP*

Tedy Djuhar
Sutanto Djuhar
Ibrahim Risjad
Benny S. Santoso
Graham L. Pickles*
David W.C. Tang*, *OBE, Chevalier de L'Ordre des Arts et des Lettres*

* *Independent Non-executive Directors*

INDOFOOD AGRI RESOURCES LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200106551G)

PROPOSED ACQUISITION OF A MAJORITY INTEREST IN PT PERUSAHAAN PERKEBUNAN LONDON SUMATRA INDONESIA TBK

- UPDATE OF STATUS

1. The Board of Directors of Indofood Agri Resources Ltd. (the "**Company**") refers to the announcement dated 25 May 2007 (the "**25 May Announcement**") in relation to the proposed acquisition (the "**Proposed Acquisition**") by the Company and its 90 per cent.-owned subsidiary, namely, PT Salim Ivomas Pratama (the "**Buyer**"), of shares and mandatory convertible notes ("**MCNs**") in PT Perusahaan Perkebunan London Sumatra Indonesia Tbk (the "**Target Company**"), representing approximately 64.4 per cent. of the enlarged share capital of the Target Company assuming conversion of the MCNs, from First Durango, the Ashmore Funds and Mr Eddy Sariaatmadja (each capitalised term as defined in the 25 May Announcement). Upon completion of the Proposed Acquisition, a tender offer for the remaining shares in the Target Company will be triggered by the Buyer (the "**Tender Offer**"). Terms used in this Announcement bear the same meanings ascribed to them in the 25 May Announcement. Please refer to a copy of the 25 May Announcement which is available on www.sgx.com for further information.
2. The Board of Directors of the Company wishes to announce that the Company and the Buyer have today entered into a supplemental agreement (the "**Supplemental Agreement**") with the Vendors pursuant to which the parties have agreed, *inter alia*, to the extension of the cut-off dates for the satisfaction of certain conditions under the sale and purchase agreement dated 25 May 2007 in relation to the Proposed Acquisition (the "**S&P Agreement**"). The parties have also agreed, by way of the Supplemental Agreement, that the long-stop date for the satisfaction or waiver of the conditions under the S&P Agreement shall be extended from 5 October 2007 (being the date falling 19 weeks from the date of the S&P Agreement) to 2 November 2007 (being the date falling 23 weeks from the date of the S&P Agreement) or such later date as the Vendors (other than Mr Sariaatmadja) may agree.
3. Completion of the Proposed Acquisition is conditional upon the fulfilment of certain conditions as set out in the S&P Agreement. In particular, two of such conditions have been satisfied today as mentioned below. Completion of the Proposed Acquisition is still pending fulfilment of the remaining conditions, which include, *inter alia*, the approval of the Proposed Acquisition and the Tender Offer by the shareholders of each of the Company, PT Indofood Sukses Makmur Tbk ("**PT ISM**") and First Pacific Company Limited ("**FPC**") (PT ISM and FPC, being the parent companies of the Company).
4. The Board of Directors of the Company wishes to announce that due diligence on the Target Group has been completed and that, in particular, following the receipt of the audited consolidated accounts of the Target Group for the financial years ended 31 December 2004 to 2006 and the 4-month period ended 30 April 2007, in each case, under the International Financial Reporting Standards, and the audited consolidated accounts of the Target Group for the 4-month period ended 30 April 2007 under Indo GAAP, notice has today been given by the Buyer to First Durango and the Ashmore Funds that the due diligence condition referred to in Section 6.1(b) of the 25 May Announcement has been satisfied.

CIMB-GK Securities Pte. Ltd. was the financial adviser to the Company in relation to the acquisition of the entire issued share capital of Indofood Oil & Fats Pte. Ltd.. It assumes no responsibility for the contents of this announcement.

5. In addition, the Board wishes to announce that the Buyer has obtained (i) US\$ denominated facilities which amount in aggregate to US\$330 million and (ii) Rp denominated facilities which amount in aggregate to Rp2.66 trillion, from its bank lenders which amount in aggregate to approximately Rp5.7 trillion (which is equivalent to approximately S\$925.2 million) for the purpose of financing the Proposed Acquisition and the Tender Offer. The facilities are for a tenure of 1 year and drawdown is subject to the fulfillment of certain conditions. The interest payable on the US\$ denominated facilities is Singapore Interbank Offering Rate ("SIBOR")/London Interbank Offering Rate ("LIBOR") plus 1% per annum and the interest payable on the Rp denominated facilities is the interest rate of Sertifikat Bank Indonesia ("SBI") plus 1% per annum. The Company has granted corporate guarantees in proportion to its 90 per cent. shareholding in the Buyer in favour of the bank lenders.

In view of the above, the condition (as amended by way of the Supplemental Agreement) relating to the entering into by the Buyer of facility agreement(s) with its bank lenders referred to in Section 6.1(c) of the 25 May Announcement has been fulfilled.

6. Further, pursuant to Rule 905 of the SGX-ST Listing Manual, the Board wishes to announce that the Buyer has accepted a loan of Rp1.45 trillion (the "PT ISM Loan") (which is equivalent to approximately S\$234.8 million) from PT ISM to finance part of the consideration for the Tender Offer. The level of borrowings under the PT ISM Loan would depend on the level of acceptances tendered pursuant to the Tender Offer.

PT ISM is a controlling shareholder of the Company with an interest of approximately 73.96% of the total number of issued shares in the Company.

The PT ISM Loan is unsecured with a tenure of one year. The interest payable by the Buyer to PT ISM is the same interest payable to the Buyer's bank lenders for facilities denominated in Rp, provided that the total interest payable on the PT ISM Loan is subject to a cap of Rp135 billion (the "Capped Amount") (which is equivalent to approximately S\$21.9 million). In the event that the interest payable on the PT ISM Loan is expected to exceed the Capped Amount, the Buyer shall be entitled to prepay all or part of the loan amount so as to reduce the interest payable to below the Capped Amount. Based on the prevailing SBI interest rate, the interest payable on the PT ISM Loan is approximately 9.25% per annum. The interest payable on the PT ISM Loan will, due to the cap mentioned above, be less than 5% of the Group's unaudited net tangible assets as set out in the unaudited proforma consolidated financial information of the proforma Group (after completion of the acquisition of the entire issued share capital of Indofood Oil & Fats Pte. Ltd.) for the full year ended 31 December 2006 as announced by the Company on 20 March 2007.

The PT ISM Loan was accepted by the Buyer as a standby facility for the purpose of financing the Tender Offer.

As the interest rate payable on the PT ISM Loan is the same interest rate payable on the facilities denominated in Rp granted by the Buyer's bank lenders, the Audit Committee of the Company is of the view that the PT ISM Loan is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

Apart from the above mentioned transaction, there is no other interested person transaction with PT ISM and such of its subsidiaries that are not part of the Group (the "PT ISM Group") or any other "interested person", to date for the current financial year, save for interested person transactions entered into by the Group pursuant to the mandate obtained from the Company's shareholders at its annual general meeting on 20 April 2007.

Certain Directors of the Company, namely, Messrs Benny Setiawan Santoso and Tjhie Tje Fie, are commissioners/directors of PT ISM.

Save as disclosed above, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect in the PT ISM Loan.

7. The balance Rp1.2 trillion (which is equivalent to approximately S\$192.7 million) of the Aggregate Consideration (other than the purchase price for the ES Target Shares, which is to be satisfied by the issue of the IFAR Consideration Shares) for the Proposed Acquisition and the Tender Offer (assuming full acceptances of the Tender Offer) will be funded by internal resources of the Group.

By Order of the Board of the Company

Mark Julian Wakeford
Director
28 August 2007