



## FIRST PACIFIC COMPANY LIMITED

*(Incorporated in Bermuda with limited liability)*

*Website: <http://www.firstpacco.com>*

**(Stock Code: 00142)**

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of First Pacific Company Limited (the “**Company**”) will be held at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR on Friday, 12 October 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution as an ordinary resolution:

**“THAT:**

(1) the acquisition by PT Salim Ivomas Pratama (“**SIMP**”):

- (i) from First Durango Singapore Pte Limited (“**First Durango**”) and the Ashmore Funds of an aggregate of 500,095,000 ordinary shares of PT Perusahaan Perkebunan London Sumatra Indonesia Tbk (“**PPLS**”), representing approximately 45.7% of the existing issued share capital of PPLS and approximately 36.6% of the enlarged issued share capital of PPLS assuming conversion of the US\$47 million of mandatory convertible notes due 2009 issued by PPLS (the “**Notes**”) referred to in (ii) below in full; and
- (ii) from the Ashmore Funds, the Notes which are convertible into 269,343,500 newly issued PPLS ordinary shares (the “**PPLS Shares**”) representing approximately 19.7% of the enlarged issued share capital of PPLS assuming conversion of the Notes in full,

for an aggregate consideration of approximately Rp5.0 trillion (equivalent to approximately US\$526.5 million or HK\$4.1 billion), which is equivalent to Rp6,500 (equivalent to approximately US\$0.68 or HK\$5.34) per PPLS Share (the “**SIMP Acquisition**”);

(2) the acquisition by Indofood Agri Resources Ltd. (“**Indo Agri**”) from Mr. Eddy K. Sariaatmadja (“**Mr. Sariaatmadja**”) of an aggregate of 109,521,000 PPLS Shares, representing approximately 8% of the enlarged issued share capital of PPLS assuming conversion of the Notes in full, at the price of Rp6,500 (approximately US\$0.68 or HK\$5.34) per PPLS Share, in consideration for the issue by Indo Agri of 98,082,830 new ordinary shares of Indo Agri to Mr. Sariaatmadja, representing approximately 6.8% of the total issued share capital of Indo Agri following the issue of those shares, (the “**Indo Agri Consideration Shares**”) at the issue price of S\$1.2758 (equivalent to approximately US\$0.83 or HK\$6.46) per Indo Agri Consideration Share (the “**Indo Agri Acquisition**”);

- (3) that, on completion of the SIMP Acquisition and the Indo Agri Acquisition, a tender offer for the remaining shares of PPLS (amounting to approximately 35.6% of the enlarged issued share capital of PPLS assuming conversion of the Notes in full) at the price of Rp6,900 (equivalent to approximately US\$0.73 or HK\$5.67) per share of PPLS (the “**Tender Offer**”); and
- (4) that any executive director of the Company be and is hereby authorized to arrange for the execution of such documents in such manner as he may consider necessary or desirable and to do, or authorize the Company and/or any subsidiary(ies) to do, whatever acts and things he may consider necessary or desirable or expedient for the purpose of, or in connection with, the implementation of the SIMP Acquisition, the Indo Agri Acquisition and the Tender Offer and/or any matter related thereto and to make or agree, or authorize the Company and/or any subsidiary(ies) to make or agree, such amendments or variations thereto, and to grant, or authorize the Company and/or any subsidiary(ies) to grant, any waivers of any conditions precedent or other provisions of such documents as any executive director of the Company in his discretion considers to be desirable and in the interests of the Company.”

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

Dated: 18 September 2007

*Notes:*

1. Any shareholder entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. A form of proxy for the special general meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney or other authority must be deposited at the Company’s principal office (Attention: Corporate Secretarial Department) at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR, not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should they so wish.

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

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