



FIRST PACIFIC COMPANY LIMITED

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*(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 SEC Form 17-C filed by Metro Pacific Investments Corporation (“MPIC”) with the Philippine Stock Exchange on 20<sup>th</sup> July, 2009 in relation to the MPIC Board’s approval of (i) Issuance of Common Shares to PLDT Beneficial Trust Fund and Metro Pacific Holdings, Inc.; (ii) Acquisition and Purchase of Common Shares in Manila Electric Company; (iii) proposed “re-launch” of the MPIC shares; and (iv) submission to MPIC shareholders for approval of the Transactions.**

**Dated this the 20<sup>th</sup> day of July, 2009**

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  
Napoleon L. Nazareno  
Professor Edward K.Y. Chen\*, *GBS, CBE, JP*

Tedy Djuhar  
Sutanto Djuhar  
Ibrahim Risjad  
Benny S. Santoso  
Graham L. Pickles\*  
Sir David W.C. Tang\*, *KBE*

*\*Independent Non-executive Directors*

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

1. 20 JULY 2009  
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS200604494
3. BIR Tax Identification No. 244-520-457-000
4. METRO PACIFIC INVESTMENTS CORPORATION  
Exact name of issuer as specified in its charter
5. METRO MANILA, PHILIPPINES  
Province, country or other jurisdiction of  
incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. 10<sup>th</sup> Floor, MGO BUILDING, LEGAZPI COR. DELA ROSA STREETS, LEGAZPI VILLAGE, MAKATI CITY,  
METRO MANILA, PHILIPPINES  
Address of principal office Postal Code
8. (632) 888-8888  
Issuer's telephone number, including area code
9. NA  
Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON SHARES OF STOCK	10,211,377,304*

\*as reported by the stock transfer agent as of 15 July 2009.

11. Indicate the item numbers reported herein: Item 9.

## Item 9. Other Items

During the meeting of the Board of Directors of Metro Pacific Investments Corporation ("MPIC") for this purpose, held late in the afternoon on 17 July 2009, the following matters were presented to, and taken up and acted upon by, the Board:

### A. Issuance of Common Shares to BTF and MPHI (the "MPIC Shares Subscription")

The issuance of a total of 3,450,391,214 common shares from MPIC's current authorized and unissued capital stock at the issue price of PhP3.50 per share, or an aggregate issue price of PhP12,076,369,249.00, to PLDT Beneficial Trust Fund ("BTF") and Metro Pacific Holdings, Inc. ("MPHI").

BTF is the retirement fund established for the benefit of qualified employees of the Philippine Long Distance Telephone Company ("PLDT") pursuant to the Benefit Plan of PLDT. PLDT is a Philippine company with its shares listed on the Philippine Stock Exchange (PSE) and its American Depositary Receipts listed on the New York Stock Exchange. MPHI is currently the majority stockholder of MPIC.

The issuance by MPIC of, and the subscription of BTF and MPHI to, the aforesaid common shares of MPIC are broken down as follows:

Subscriber	No. of MPIC Common Shares	Total Subscription Price Payable (in PhP)	Percentage to Resulting Outstanding Capital
BTF	2,707,853,432	PhP9,477,487,012	14.51%
MPHI	742,537,782	2,598,882,237	3.98%
Total	3,450,391,214	PhP12,076,369,249	

The subscription price for the MPIC common shares to be issued to BTF and MPHI (the "BTF Subscription Shares" and the "MPHI Subscription Shares", respectively) are payable in cash to MPIC. Proceeds from the above issuance to BTF are to partially fund the acquisition and purchase by MPIC of Meralco shares from BTF and its wholly-owned BVI company, New Gallant Limited, as well as from Crogan Ltd., each of which will be as discussed below.

The BTF Subscription Shares and the MPHI Subscription Shares shall have the same rights and privileges as the existing and outstanding common shares of MPIC. Following the foregoing issuances and without taking into account any other issuances required from MPIC under current agreements/transactions, MPIC's current total outstanding shares of 15,211,377,304 shall increase to 18,661,768,518, with a total capitalization of PhP34,847,652,700.00 (inclusive of additional paid-in capital of PhP16,185,884,182). BTF shall become a significant shareholder of MPIC holding approximately 14.51% of MPIC's resulting outstanding capital stock, with an effective economic interest of 19.82%, while MPHI shall decrease its shareholdings in MPIC from 93.51% (with an effective economic interest of 90.33%) to 80.20% (with an effective economic interest of 72.95%). This issuance is expected to strengthen MPIC's capital base.

Among the terms also approved by the Board in relation to the share subscriptions is the representation and warranty of MPIC to each of BTF and MPHI that, in the event that MPIC conducts the Re-Launch referred to in Part C below at any time within ninety (90) days from the Reference Date (being the date that a binding term sheet is executed by them), the value of each of the BTF Subscription Shares and the MPHI Subscription Shares, to be calculated on the basis of the re-launch price (the "BTF Re-Launch MPIC Shares Value" or the "MPHI Re-Launch MPIC Shares Value) shall not be less than PhP9,477,487,012.00, with respect to the BTF Subscription Shares (the "Agreed BTF Re-Launch MPIC Shares Value"), and PhP2,598,882,237.00, or PhP3,915,120,888.00 if MPHI shall have exercised its MPIC

Shares Subscription Option as discussed in Part B below, with respect to the MPHI Subscription Shares (the "Agreed MPHI Re-Launch MPIC Shares Value"). If the BTF Re-Launch MPIC Shares Value is less than the Agreed BTF Re-Launch MPIC Shares Value, MPIC undertakes to compensate BTF for the difference between the Agreed BTF Re-Launch MPIC Shares Value and the BTF Re-Launch MPIC Shares Value in the form of additional MPIC shares to be issued at the re-launch price per share. Similarly, if the MPHI Re-Launch MPIC Shares Value is less than the Agreed MPHI Re-Launch MPIC Shares Value, MPIC undertakes to compensate MPHI for the difference between the Agreed MPHI Re-Launch MPIC Shares Value and the MPHI Re-Launch MPIC Shares Value in the form of additional MPIC shares to be issued at the re-launch price per share.

The Board also approved, as part of the terms of the foregoing share subscription, the commitment of MPIC to fully support an offering to the public markets of the MPIC shares as held by BTF and MPHI pursuant to the above subscriptions, in the event that MPIC is unable to implement or complete the Re-Launch referred to in Part C due to market conditions within 48 months from the Reference Date.

In relation to the foregoing, the Board authorized the execution by MPIC, through its authorized representatives, of all documents and agreements as may be necessary and desirable to implement the foregoing approval.

**B. Acquisition and Purchase of Common Shares in Manila Electric Company (the "Meralco Shares Subscription")**

The purchase and acquisition by MPIC of a total of 113,313,389 common shares in Manila Electric Company ("Meralco", the common shares of which are hereinafter referred to as the "BTF Meralco Shares"), representing approximately 10.17% of the current outstanding capital stock of Meralco, from BTF and New Gallant Limited, as well as 31,072,388 common shares of Meralco from Crogan Limited ("Crogan Meralco Shares"), or an aggregate purchase and acquisition by MPIC of 144,385,777 Meralco shares.

The purchase price for each BTF Meralco Share and Crogan Meralco Share shall be PhP126.00 per share, which approximates the 60 day Volume Weighted Average Price (VWAP), or an aggregate purchase price of PhP14,277,487,014 for the BTF Meralco Shares and PhP3,915,120,888 for the Crogan Meralco Shares (the "Crogan Purchase Price"), which will be satisfied by MPIC in cash. With respect to the Crogan Purchase Price, the Board approved to grant Crogan the option of utilizing a portion of the cash payment to it in the amount of PhP1,316,238,651.00 (the "Crogan Balance Payment") to subscribe to such number of MPIC common shares at the subscription price of PhP3.50 (the "MPIC Shares Subscription Option"). Said Crogan Balance Payment (inclusive of the MPIC Shares Subscription Option which relates to it) is assignable in favor of MPHI. In the event that Crogan assigns the same to MPHI which shall then exercise the right to subscribe to MPIC shares, the number of shares to be issued to MPHI (assuming completion of the share subscription described under Part A above) shall increase by 376,068,186 shares. Further its percentage of shareholding shall nominally increase from 80.2% (with an effective economic interest of 72.95%), as indicated in Part A above, to 80.59% (with an effective economic interest of 73.68%).

For this purpose, the Board authorized the execution by MPIC of all documents and agreements as may be necessary and desirable to implement the foregoing approval.

The prospective acquisition of a strategic block of Meralco shares is in line with MPIC's status as one of the Philippines' leading infrastructure companies and will complement MPIC's existing investment in North Luzon Expressway, Maynilad and the hospitals. The possible operational synergies in terms of Meralco's subscriber base, accessible data centers, wireless bill payments and transportation fleets is

expected to enhance the customer response and speed up the coordination system within the MPIC group.

MPIC shall continue to assess suitable opportunities to develop and maintain its position as a strategic shareholder in Meralco. MPIC further intends, should suitable opportunities arise, to continue to acquire further shares of Meralco so as to develop its position as a strategic shareholder with appropriate board and management participation.

C. Proposed "re-launch" of the MPIC shares by way of a public offering or share placement of MPIC shares

Subject to favorable market conditions as may separately be determined by MPIC's board of directors and any requisite approval by MPIC's shareholders, the Board authorized MPIC to conduct a "re-launch" of its listed shares (the "Re-Launch"). The Re-Launch is proposed to be implemented through a public offering or share placement which would result in an offering to public shareholders of the lower of (1) a minimum of fifteen percent (15%) of MPIC's fully diluted equity or (2) US\$100 million worth of shares (valued at the price at which the MPIC shares are issued in the public offering or share placement), whichever is lower. The MPIC shares subject of the Re-Launch are intended to be listed on the PSE and other applicable exchanges. The Re-Launch is proposed to be implemented within forty-eight (48) months.

D. Submission to MPIC shareholders for shareholder approval of the Transactions

The Board directed MPIC to bring the foregoing matters covered under Parts A to C to its shareholders in order to fully apprise them of further details of the foregoing transactions, and to secure their approval in relation to the listing of the common shares to be issued as described above. For this purpose, the Board of Directors of MPIC resolved to defer the special shareholders' meeting that the Board had previously called and set for the 25<sup>th</sup> of August 2009, as well as the record date set in relation thereto, to a later date to be determined and announced separately in accordance with current regulations.

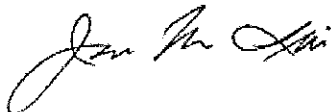
Pursuant to the approvals covered under Parts A and B hereof, MPIC executed separate Term Sheet Agreements with each of BTF, and Crogan and MPHI on 17 July 2009 in relation to the MPIC Shares Subscription and the Meralco Shares Acquisition. Each of the Term Sheet Agreements is legally binding but is nevertheless subject to the agreement and execution by the parties of definitive agreements setting out the specific terms and conditions of the proposed transactions as well as the completion of conditions precedent indicated therein.

**SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**METRO PACIFIC INVESTMENTS CORPORATION**  
MPIC or Issuer

**20 July 2009**  
Date



**JOSE MA. K. LIM**  
President & CEO