



FIRST PACIFIC COMPANY LIMITED

第一太平

*(Incorporated with limited liability under the laws of Bermuda)
Website: <http://www.firstpacific.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 disclosure filed by Metro Pacific Investments Corporation (“MPIC”) with the Philippine Stock Exchange in relation to the issuance of MPIC’s Common Shares to PLDT Beneficial Trust Fund and Metro Pacific Holdings, Inc.

Dated this the 28th 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*



METRO PACIFIC INVESTMENTS CORPORATION

July 27, 2009

PHILIPPINE STOCK EXCHANGE, INC.
Philippine Stock Exchange Centre, Exchange Road
Ortigas Center, Pasig City
Metro Manila

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Ms. France Alexandra M. Du
Specialist, Disclosure Department

Subject: Metro Pacific Investments Corporation
Issuance of shares to PLDT Beneficial Trust Fund and
Metro Pacific Holdings Incorporated.

Gentlemen:

This is in reference to the issuance by Metro Pacific Investments Corporation ("MPIC") of 2,707,853,432 shares of common stock in favor of the PLDT Beneficial Trust Fund ("BTF") and 742,537,782 shares of common stock in favor of Metro Pacific Holdings, Inc. ("MPHI"). This disclosure is being filed by MPIC in response to and in compliance with your letter dated 20 July 2009.

The details of each of the aforementioned transactions are as follows:

I. Description of the Transactions

A. Issuance of Common Shares to each of BTF and MPHI

Agreement in respect of the Issuance of Shares

On 17 July 2009 (hereinafter, the "Reference Date"), MPIC agreed to issue, and BTF agreed to subscribe to, a total of 2,707,853,432 shares of common stock of MPIC (the "BTF Subscription Shares") at the subscription price of Php3.50 per share, or an aggregate subscription price of Php9,477,487,012 (the "BTF Subscription Price"). While this agreement to issue and subscribe is expressed to be legally valid and binding obligations of each of MPIC and BTF, the same is made subject to the execution of definitive agreements setting out the specific terms and conditions of the issuance of and subscription to the BTF Subscription Shares (the "BTF Subscription"), as well as fulfillment of certain conditions precedent described below.

Separately on the same date, MPIC agreed to issue, and MPHI agreed to subscribe to, a total of 742,537,782 shares of common stock of MPIC (the "MPHI Subscription Shares") at the same subscription price of Php3.50 per share, or an aggregate subscription price of Php2,598,882,237 (the "MPHI Subscription Price"). As with the BTF Subscription described above, this agreement to issue and subscribe is expressed to be legally valid and binding obligations of each of MPIC and MPHI. Additionally, the same is made subject to the execution of definitive agreements setting out the specific terms and conditions of the issuance of and subscription to the MPHI Subscription Shares (the "MPHI Subscription"), as well as fulfillment of certain conditions precedent described below.

As of the date hereof, definitive agreements relating the issuance and subscription of either the BTF Subscription Shares or the MPHI Subscription Shares have not yet been entered into by MPIC, on one hand, and BTF and MPHI, on the other. Upon such execution, MPIC shall forthwith provide the Philippine Stock Exchange ("PSE") a copy of the same.

Rights of Shares Issued

Upon their issuance, 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. Upon subscription by BTF, the BTF Subscription Shares shall constitute approximately 14.51% of the total resulting issued and outstanding capital stock of MPIC, calculated on the basis of the current outstanding capital stock of MPIC, as adjusted to include the number of the BTF Subscription Shares and the MPHI Subscription. On the other hand, upon acquisition by MPHI of the MPHI Subscription Shares, the MPHI Subscription Shares shall constitute approximately 3.98% of the total resulting issued and outstanding capital stock of MPIC, calculated on the same basis.

Timetable for Implementation

Closing of each of the BTF Subscription and the MPHI Subscription shall be on the date of closing of the definitive agreements relating to the issuance and subscription of the BTF Subscription Shares and the MPHI Subscription Shares, respectively, and in any case: (i) within 90 days from the Reference Date; or (ii) on the date following the implementation of the Re-Launch (as described below), whichever comes earlier.

Related Regulatory Requirements

Upon issuance of the BTF Subscription Shares and the MPHI Subscription Shares, Notices of Exemption shall be filed with the Securities and Exchange Commission ("SEC"), with copy to the PSE, within the reglamentary period.

Moreover, immediately after completion of each of the BTF Subscription and the MPHI Subscription, MPIC shall cause the BTF Subscription Shares and the MPHI Subscription Shares to be listed on the PSE.

B. Terms of Payment of the BTF Subscription Price and the MPHI Subscription Price

The BTF Subscription Price and the MPHI Subscription Price are payable in cash by BTF and MPHI, respectively, to MPIC. Proceeds from the BTF Subscription and the MPHI Subscription are to be used to partially fund the acquisition and purchase by MPIC of a total of 144,385,777 common shares of stock in Manila Electric Company ("Meralco", the common shares of stock of which hereinafter referred to as the "Meralco Shares"),

consisting of 113,313,389 Meralco Shares to be acquired by MPIC from BTF and New Gallant Limited ("Gallant"), its wholly-owned BVI company (the "BTF Meralco Shares"), as well as 31,072,388 Meralco Shares to be acquired by MPIC from Crogan (the "Crogan Meralco Shares").

The BTF Subscription Price and the MPHI Subscription Price shall be paid by BTF and MPHI, respectively, on the date of closing of the BTF Subscription and the MPHI Subscription to be agreed upon between MPIC, on the one hand, and each of BTF and MPHI, on the other, in the respective subscription agreements to be entered between the parties. No arrangements have been made for the payment of either the BTF Subscription Price or the MPHI Subscription Price on a deferred basis.

C. Basis of Issue Value of the BTF Subscription Shares and the MPHI Subscription Shares and the Basis of its Issue Value

Each common share of stock of MPIC was subscribed and issued at Php3.50 per share. The subscription price was agreed upon between MPIC, BTF and MPHI following arm's length negotiations undertaken in connection with the BTF Subscription and MPHI Subscription by BTF and MPHI, respectively and the acquisition by MPIC of the BTF Meralco Shares and the Crogan Meralco Shares, and having regard to, among other things, the expected future prospects of Meralco.

D. Summary of Other Major Terms and Conditions of the BTF Subscription and the MPHI Subscription

1. Conditions Precedent

Each of the BTF Subscription and the MPHI Subscription is subject to the fulfilment of certain conditions precedent to be agreed by MPIC with each of BTF and MPHI, including but not limited to the following:

- (a) The execution and delivery by the relevant parties of definitive agreements relating to the issuance and subscription of the BTF Subscription Shares and the MPHI Subscription Shares. These include Subscription Agreements, as well as Letter Agreements, with each of BTF and MPHI, The said Letter Agreements are intended to govern the rights and obligations of MPIC vis-à-vis each of BTF and MPHI as shareholders of MPIC.
- (b) The approval by the board of trustees of BTF and the board of directors of MPHI of the subscription to the BTF Subscription Shares and the MPHI Subscription Shares respectively, and the approval by the board of directors of MPIC of issuances and listing of the foregoing shares.
- (c) The delivery of certain ancillary documents, including, among others, board resolutions and broker acknowledgment of receipt of amounts necessary to cover expenses.
- (c) The setting by MPIC of the definitive price per share of MPIC shares for the proposed Re-launch. However, if the re-launch price per share shall not have been set by MPIC within ninety (90) days from the Reference Date, this condition shall

cease to be applicable and the BTF Subscription and the MPHI Subscription shall proceed upon satisfaction or waiver of any other condition precedents thereto as discussed above and as may be provided in the definitive agreements for each transaction. As of the date of this Disclosure, MPIC has not yet set the re-launch price per share.

2. Undertaking by MPIC to conduct a Re-Launch of its listed shares

MPIC has agreed to conduct, subject to favorable market conditions as may be separately determined by its board of directors, 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 (i) a minimum of fifteen percent (15%) of MPIC's fully diluted equity, and (ii) US\$100 million worth of shares (valued at the price at which the MPIC listed 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.

In the event that MPIC is unable to implement or complete the Re-Launch due to market conditions within forty-eight (48) months from the Reference Date, MPIC has agreed to fully support an offering of the BTF Subscription Shares and the MPHI Subscription Shares to the public markets. Costs in relation to this undertaking shall be shared between MPIC, BTF and MPHI, as may be appropriate under the circumstances.

MPIC has also agreed to grant each of BTF and MPHI the right to participate on a pro-rata basis in any equity offering, otherwise than an old-for-new share placement, conducted by MPIC at any time after ninety (90) days from the Reference Date. This right of BTF and/or MPHI shall be valid beginning six (6) months from the Reference Date until its expiration at the earlier of (i) thirty six (36) months from the Reference Date, or (ii) in the event that the aggregate equity interest then held by BTF or MPHI, as the case may be, falls below five percent (5%) of MPIC's outstanding capital stock.

3. Warranty on the Value of the BTF Subscription Shares and MPHI Subscription Shares at the Re-Launch

In the event that MPIC conducts the Re-Launch at any time within ninety (90) days from the Reference Date, MPIC warrants to each of BTF and MPHI that the value of each of the BTF Subscription Shares and the MPHI Subscription Shares, calculated on the basis of the re-launch price (the "BTF Re-Launch Value" or the "MPHI Re-Launch Value") shall not be less than their subscription prices of Php9,477,487,012 with respect to the BTF Subscription Shares (the "Agreed BTF Re-Launch Value"), and Php2,598,882,237, or Php3,915,120,888 if MPHI shall have exercised its Subscription Option as discussed in Part I.C.3 below, with respect to the MPHI Subscription Shares (the "Agreed MPHI Re-Launch Value").

If the BTF Re-Launch Value is less than the Agreed BTF Re-Launch Value, then MPIC shall compensate BTF for the difference between the Agreed BTF Re-Launch Value and the BTF Re-Launch Value in the form of additional MPIC shares to be issued at the re-launch price per share.

Similarly, if the MPHI Re-Launch Value is less than the Agreed MPHI Re-Launch Value, MPIC shall compensate MPHI for the difference in the Agreed MPHI Re-Launch Value and the MPHI Re-Launch Value in the form of additional shares to be issued at the re-launch price per share.

4. Issuance of MPIC Common Shares to Crogan or MPHI

As part of the terms and conditions of the acquisition and purchase by MPIC of the Crogan Meralco Shares from Crogan, MPIC has granted Crogan the option of utilizing a portion of the cash payment of the purchase price for the Crogan Meralco Shares in the amount of Php1,316,238,651 to subscribe to such number of MPIC common shares (the "Subscription Option Shares") at the subscription price of Php3.50 per share (the "Subscription Option"). The Subscription Option granted by MPIC in favor of Crogan may be assigned by the latter to MPHI.

In the event that Crogan, or MPHI (if the Subscription Option shall have been assigned to it by Crogan), shall exercise the Subscription Option, MPIC has agreed to issue, and Crogan or MPHI, as the case may be, has agreed to subscribe to, a total of 376,068,186 shares of common stock of MPIC, at the subscription price of Php3.50 per share, or an aggregate subscription price of Php1,316,238,651 (the "Subscription Option Price"). The Subscription Option Price shall be paid in cash and shall be due from and payable by Crogan or MPHI, as the case may be, to MPIC at the same time as the MPHI Subscription Price on the closing date of the MPHI Subscription. In the event the Subscription Option Shares are issued by MPIC to Crogan or MPHI, as the case may be, immediately after completion of the MPHI Subscription, MPIC shall cause the Subscription Option Shares to be listed on the PSE.

II. Beneficial Owner(s) of the BTF Subscription Shares and the MPHI Subscription Shares

A. BTF

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 PSE and its American Depositary Receipts listed on the New York Stock Exchange.

BTF is administered by an independent Board of Trustees composed of the following individuals:

- (i) Albert F. del Rosario;
- (ii) Enrique G. Filamor;
- (iii) Ray C. Espinosa;
- (iv) Anabelle L. Chua; and
- (v) Victorico P. Vargas

B. MPHI

MPHI was incorporated on 9 January 1980. It is engaged in the business of an investment holding company and as such, its primary purpose is to acquire by

subscription, purchase or otherwise, to hold for investments or for resale, to sell, pledge, hypothecate, and in all ways deal with stocks of corporations (without engaging in stock brokerage); to collect the dividends on its holdings and the face value thereof if and when due; to do all things suitable and proper for the protection, conservation or enhancement of the value of stocks or other properties held by it, including the exercise of the right to vote thereon.

MPHI has an authorized capital stock of Php915,000,000 divided into 8,650,000 common shares with a par value of Php100 per share and 500,000 preferred shares with a par value of Php100 per share. At present, its issued and paid-up capital stock amounts to Php912,085,000 divided into 8,620,850 common shares and 500,000 preferred shares.

The major stockholders of MPHI (and their respective percentage ownership of the outstanding and issued shares of MPHI) are the following:

Stockholder	Percentage of Ownership
Enterprise Investments Holdings, Inc.	60.0%
Intalink B.V.	26.7%
First Pacific International Limited	13.3%

Enterprise Investments Holdings, Inc. is a Philippine national organized and existing under the laws of the Philippines.

On the other hand, Intalink B.V. and First Pacific International Limited are both subsidiaries of First Pacific Company Limited ("FPC").

The members of the board of directors and officers of MPHI are the following:

Manuel V. Pangilinan	Chairman and President
Augusto P. Palisoc, Jr.	Director and Treasurer
Napoleon L. Nazareno	Director
Ray C. Espinosa	Director
Edward A. Tortorici	Director
Anthoni Salim	Director
Benny Santoso.	Director
Antonio A. Picazo	Corporate Secretary

Copies of the Audited Financial Statements of MPHI are currently being prepared and/or finalized and shall be submitted to the PSE under separate cover.

III. Controlling and Substantial Stockholders of the Parties

The majority stockholder of MPIC is MPHI, which currently holds 93.51% of the current issued and outstanding capital stock of MPIC (with an effective economic interest of 90.33%).

BTF has no controlling or substantial stockholders, it being a fund established for the benefit of the employees of PLDT.

The major stockholders of MPHI are as indicated above.

IV. Interest of Directors

The Chairman of MPIC, Mr. Manuel V. Pangilinan, also serves as the executive Chairman of PLDT and, as such, is also a beneficiary under the BTF in his capacity as an employee of PLDT. Mr. Pangilinan is one of over 7,500 current beneficiaries under the BTF, all of whom are qualified employees of PLDT. His accrued retirement benefit entitlement is de minimis as a percentage of total retirement benefit entitlements under the BTF.

Mr. Albert F. del Rosario, a director of MPIC, is the Chairman of the board of trustees of the BTF.

Mr. Manuel V. Pangilinan, the Chairman of the board of directors of MPIC, is also the Chairman and President of MPHI. Mr. Augusto P. Palisoc, Jr., a director of MPIC, is likewise a director of MPHI.

Except as stated above and for the performance of their responsibilities as directors to consider and approve, based on their best business judgment, the BTF Subscription and the MPHI Subscription, the directors of MPIC have no interest in any of the foregoing transactions. To the best knowledge and belief of MPIC, the trustees of BTF and the directors of MPHI have no interest in the BTF Subscription and the MPHI Subscription, respectively, other than to perform their responsibilities as trustees or directors, as the case may be, to consider and approve the same, based on their best business judgment.

V. Steps to be taken to safeguard the interests of independent shareholders

The board of directors of MPIC has directed MPIC to call and convene a special stockholders' meeting for purposes of informing the stockholders of MPIC about the BTF Subscription and the MPHI Subscription and to secure their approval in relation to the listing of the BTF Subscription Shares and the MPHI Subscription Shares, as well as the Subscription Option Shares, if necessary. The Information Statement for the special stockholders' meeting will contain details of the aforementioned transactions. For this purpose, the board of directors has resolved to defer the special shareholders' meeting that the board had previously called and set for the 25th 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.

VI. Effect of the Proposed Transaction on MPIC

A. Changes in the Composition of the Board of Directors and Officers

MPIC does not expect any changes to the current composition of the board of directors and officers of MPIC as a result of the MPHI Subscription.

Upon completion of the BTF Subscription, BTF shall be entitled to nominate a director or directors to the board of directors of MPIC on the basis of the number of MPIC Shares recorded and registered in its name, subject to the qualification that any person nominated to be a director in the board of directors of MPIC must be qualified under existing laws and regulations, as well as the Articles of Incorporation, By-Laws and Manual of Corporate Governance of MPIC, to become such a member of the board. BTF has not yet given MPIC any indication as to whether it will in fact effect changes to the current composition of the board of directors of MPIC.

B. Ownership and Capital Structure

Assuming that each of the BTF Subscription and the MPHI Subscription are completed, and the BTF Subscription Shares, the MPHI Subscription Shares, as well as the Subscription Option Shares are issued, the ownership structure and capital structure of MPIC shall be as follows:

Ownership Structure

<i>Principal Shareholders</i>	<i>Before*</i>		<i>After</i>	
	<i>Number of shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
MPHI - Common	9,223,898,060	60.64	10,342,504,028**	54.33
MPHI – Preferred	5,000,000,000	32.87	5,000,000,000	26.26
<i>Sub-total</i>	<i>14,223,898,060</i>	<i>93.51</i>	<i>15,342,504,028</i>	<i>80.59</i>
BTF	-	-	2,707,853,432	14.22
LAWL	791,110,491	5.2	791,110,491	4.16
Public	196,368,753	1.29	196,368,753	1.03
Total	15,211,377,304	100%	19,037,836,704	100%

*Based on outstanding capital as of 15 July 2009

**Inclusive of the Subscription Option Shares, assuming the same are issued by MPIC to MPHI pursuant to the exercise of the Subscription Option by MPHI after assignment thereof by Crogan.

Capital Structure

	Before	After
Issued Shares		
Common	10,211,377,304	14,037,836,704
Preferred	5,000,000,000	5,000,000,000
Outstanding Shares		
Common	10,211,377,304	14,037,836,704
Preferred	5,000,000,000	5,000,000,000
Listed Shares		
Common	10,211,377,304*	14,037,836,704**
Preferred	-	-

*Assuming that the listing of a total 791,110,491 common shares of MPIC subject of the Listing Application filed by MPIC with the PSE last 14 July 2009 is approved by the PSE.

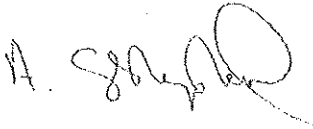
*** (i) Assuming that the listings of the BTF Subscription Shares, the MPHI Subscription Shares and the Subscription Option Shares are approved by the PSE and (ii) Inclusive of the Subscription Option Shares, assuming the same are issued by MPIC to MPHI pursuant to the exercise of the Subscription Option by MPHI after assignment thereof by Crogan.*

We trust that we have addressed your queries. Should you have any further questions or require clarification, please do not hesitate to contact us.

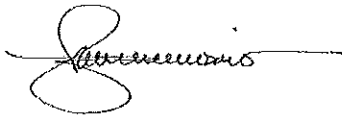
Very truly yours,

METRO PACIFIC INVESTMENTS CORPORATION

By:



Andrew G. Shepherd
Chief Financial Officer



Melody M. Del Rosario
Assistant Vice-President
Media & Corporate Communication