



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 disclosures filed by Metro Pacific Tollways Corporation (“MPTC”), with the Philippine Stock Exchange, in relation to the following:-**

- (1) SEC Form 17-C regarding the resolutions approved at MPTC’s Board meeting on 31 July 2009; and**
- (2) SEC Form 17-C regarding the results of the Annual General Meeting of MPTC held on 31 July 2009.**

**Dated this the 31<sup>st</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. **31 July 2009**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number **40590**
3. BIR Tax Identification No. **000-217-282-000**
4. **METRO PACIFIC TOLLWAYS CORPORATION (formerly First Philippine Infrastructure, Inc.)**  
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 corner Dela Rosa Streets, Legaspi Village, Makati City** **1200**  
.....  
Address of principal office Postal Code
8. **(632) 888-0888**  
Issuer's telephone number, including area code
9. **4<sup>th</sup> Floor, Benpres Building, Exchange Road corner Meralco Avenue, Pasig City 1605**  
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
<b>COMMON SHARES OF STOCK</b>	<b>4,978,054,787</b>

*\*Based on report of transfer agent as of 30 June 2009*

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

**Item 9. Other Items**

During the regular meeting of the board of directors of Metro Pacific Tollways Corporation held on 31 July 2009, the board of directors approved the following acts and resolutions:

- a. the declaration of cash dividends in the aggregate amount of Four Hundred Fifty Million Pesos (Php 450,000,000.00) or Php 0.09 per share, payable on or before 24th August 2009 to the Corporation's stockholders of record as of 14th August 2009 based on their shareholdings as of said record date, and
- b. the approval of the interim condensed financial statements of the Corporation as of 30 June 2009.

**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 TOLLWAYS CORPORATION**  
TOL or Issuer

**31 July 2009**  
Date



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**CHRISTOPHER DANIEL C. LIZO**  
Treasurer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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*\*Based on report of transfer agent as of 30 June 2009*

11. Indicate the item numbers reported herein: **Items 4 and 9.**

#### **Item 4. Election of Registrant's Directors or Officers**

##### **A. Election of Directors**

During the annual general meeting of the stockholders of Metro Pacific Tollways Corporation ("MPTC") held on 31 July 2009, the following were elected as members of the Board of Directors of MPTC for the year 2009:

1. Mr. Manuel V. Pangilinan
2. Mr. Jose Ma. K. Lim
3. Mr. Ramoncito S. Fernandez
4. Ambassador Albert F. del Rosario
5. Mr. Rodrigo E. Franco
6. Dr. Felipe M. Medalla
7. Dr. Arlyn Sicangco-Villanueva
8. Mr. Christopher Daniel C. Lizo
9. Atty. Alex Erlito S. Fider

Drs. Medalla and Sicangco-Villanueva have been elected as independent directors.

Messrs. Lizo and Fider have been elected as additional directors following approval by the stockholders of the increase in the number of directors from seven (7) to nine (9). However, their election is subject to approval by the Securities and Exchange Commission of the increase in the number of directors of the Company.

All of the abovenamed directors have been elected for a term of one (1) year.

The qualification and business experience for the past five (5) years of such directors elected are set forth in the Definitive Information Statement submitted to the Securities and Exchange Commission ("SEC") and the Philippine Stock Exchange ("PSE") and distributed to the stockholders of MPTC prior to the abovestated meeting in accordance with applicable regulations.

##### **B. Election of Officers**

During the organizational meeting of the Board of Directors of MPTC held immediately after the annual meeting of the stockholders, the following were appointed as officers of MPTC for the year 2009:

1. Mr. Manuel V. Pangilinan - Chairman of the Board of Directors
2. Mr. Ramoncito S. Fernandez - President and Chief Executive Officer
3. Mr. Christopher Daniel C. Lizo - Treasurer and Chief Finance Officer
4. Mr. Alex Erlito S. Fider - Corporate Secretary
5. Ms. Cristina S. Palma Gil-Fernandez - Assistant Corporate Secretary

### C. Appointment of Committee Members

During the organizational meeting of the Board of Directors of MPTC held immediately after the annual meeting of the stockholders, the following were appointed as members of the various committees of MPTC for the year 2009:

- (a) Audit Committee
  1. Dr. Felipe M. Medalla - Chairman
  2. Jose Ma. K. Lim - Member
  3. Ambassador Albert F. Del Rosario - Member
  
- (b) Compensation Committee
  1. Manuel V. Pangilinan - Chairman
  2. Jose Ma. K. Lim - Member
  3. Dr. Felipe M. Medalla - Member
  
- (c) Nominations Committee
  1. Manuel V. Pangilinan - Chairman
  2. Jose Ma. K. Lim - Member
  3. Dr. Arlyn Sicangco-Villanueva - Member

### Item 9. Other Items

During the annual general meeting of the stockholders of MPTC held on 31 July 2009, the following matters were presented to, taken up by and acted upon by the stockholders as follows:

#### A. Appointment of External Auditor

SGV & Co. was declared re-appointed as the external auditors of MPTC for the year 2009.

#### B. Increase in the Number of Directors

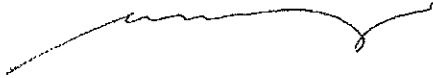
Stockholders holding more than two-thirds of the outstanding capital stock of MPTC approved and ratified the increase in the number of members of the board of directors from seven (7) to nine (9), as well as the corollary amendment to Article Sixth of the Amended Articles of Incorporation of MPTC. The aforesaid increase was previously approved by the Board of Directors during their meeting held last 29 May 2009.

**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 TOLLWAYS CORPORATION**  
TOL or Issuer

**31 July 2009**  
Date



.....  
**CHRISTOPHER DANIEL C. LIZO**  
Treasurer