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## FIRST PACIFIC COMPANY LIMITED

### 第一太平有限公司

*(Incorporated with limited liability under the laws of Bermuda)*

Website: [www.firstpacific.com](http://www.firstpacific.com)

(Stock Code: 00142)

### OVERSEAS REGULATORY ANNOUNCEMENT

Please refer to the attached disclosures filed by Metro Pacific Investments Corporation (“MPIC”) with the Philippine Stock Exchange, in relation to the SEC Form 17-C relating to (i) the acquisition of 30% of the issued and outstanding shares in KM Infrastructure Holdings, Inc.; and (ii) the completion of acquisition of shares in Philippine Tank Storage International Holdings Inc.

Dated this the 1<sup>st</sup> day of February, 2021

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

***Executive Directors:***

Manuel V. Pangilinan, *Managing Director and Chief Executive Officer*

Christopher H. Young, *Chief Financial Officer*

***Non-executive Directors:***

Anthoni Salim, *Chairman*

Benny S. Santoso

Tedy Djuhar

Axton Salim

***Independent Non-executive Directors:***

Prof. Edward K.Y. Chen, *GBS, CBE, JP*

Margaret Leung Ko May Yee, *SBS, JP*

Philip Fan Yan Hok

Madeleine Lee Suh Shin

Blair Chilton Pickerell

## 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. Date of Report (Date of earliest event reported)  
Feb 1, 2021
2. SEC Identification Number  
CS200604494
3. BIR Tax Identification No.  
244-520-457-000
4. Exact name of issuer as specified in its charter  
Metro Pacific Investments Corporation
5. Province, country or other jurisdiction of incorporation  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
10th Floor, MGO Building, Legazpi cor. de la Rosa Streets, Legazpi Village, Makati City  
Postal Code  
0721
8. Issuer's telephone number, including area code  
(632) 8888-0888
9. Former name or former address, if changed since last report  
N/A
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	30,668,798,752

11. Indicate the item numbers reported herein  
9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



## Metro Pacific Investments Corporation

### MPI

**PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

#### Subject of the Disclosure

Acquisition of 30% of the issued and outstanding shares in KM Infrastructure Holdings, Inc. ("KM Infrastructure")

#### Background/Description of the Disclosure

Further to our disclosure filed on 9 December 2020, on 29 January 2021, Metro Pacific Investments Corporation ("MPIC") and Keppel Infrastructure Fund Management Pte. Ltd. (in its capacity as trustee-manager of Keppel Infrastructure Trust) ("KIT") completed the acquisition of 100% of the total issued capital stock of Philippine Tank Storage International Holdings Inc. ("PTSI") from Macquarie Infrastructure Holdings (Philippines) Pte. Limited, Government Service Insurance System and Langoer Investments Holding B.V. (the "Transaction Completion"). PTSI wholly-owns Philippine Coastal Storage & Pipeline Corporation ("PCSPC"), the largest independent storage facility in the Philippines with a storage capacity of approximately 6.0 million barrels which provides clients with a well-connected distribution hub to the largest economic catchment area – Metro Manila and North Luzon. The shares of PTSI were indirectly acquired by MPIC and KIT through a Philippine holding company, KM Infrastructure, which, at the time of the Transaction Completion, was 80% owned by Bay Philippines Holdings Corporation ("Bay PH") (a 100% indirect subsidiary of KIT) and 20% owned by MPIC.

On the same day after the Transaction Completion, Bay PH and MPIC entered into a Deed of Sale whereby KIT agreed to sell to MPIC approximately 30% of the outstanding shares of KM Infrastructure, for a total purchase price of approximately Php 4.1 Billion ("KM Sale Transaction"). As a result of the KM Sale Transaction, MPIC's total shareholding in KM Infrastructure increased to approximately 50% of its total outstanding capital stock.

#### Date of Approval by Board of Directors

Jan 28, 2021

#### Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The addition of PCSPC will further diversify MPIC's portfolio and revenue streams in a new industry vertical with strong growth potential.

#### Details of the acquisition or disposition

##### Date

Jan 29, 2021

#### Manner

MPIC entered into a deed of absolute sale with Bay PH for the acquisition by MPIC of 30% of the total issued capital stock of KM Infrastructure.

#### Description of the company to be acquired or sold

PCSPC is the largest independent storage facility in the Philippines with a storage capacity of approximately 6.0 million barrels. The 150-hectare facility comprises of 86 storage tanks, two piers and a pipeline infrastructure connecting the entire facility. Due to its location, PCSPC provides clients with a well-connected distribution hub to the largest economic catchment area – Metro Manila and North Luzon.

#### The terms and conditions of the transaction

<b>Number of shares to be acquired or disposed</b>	196,485,469
<b>Percentage to the total outstanding shares of the company subject of the transaction</b>	30
<b>Price per share</b>	PhP21.00

#### Nature and amount of consideration given or received

PhP4,126,194,849.00

#### Principle followed in determining the amount of consideration

The valuation was agreed at taking into account the value of the assets and business of KM Infrastructure.

#### Terms of payment

The purchase price was paid in cash.

#### Conditions precedent to closing of the transaction, if any

None.

#### Any other salient terms

MPIC also agreed to reimburse KIT for transaction costs and expenses relating to the 30% interest that it agreed to sell to MPIC.

#### Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Bay Philippines Holdings Corporation	Prior to this acquisition, Bay PH owns 80% of the outstanding shares of KM Infrastructure.

#### Effect(s) on the business, financial condition and operations of the Issuer, if any

The transaction is expected to strengthen the balance sheet of MPIC.

#### Other Relevant Information

The purchase price is less than 10% of the total assets of MPIC.  
The breakdown of the shares acquired is as follows:  
Common Shares 5,894,564; and  
Preferred Shares 190,590,905.

#### Filed on behalf by:

<b>Name</b>	RICARDO III PILARES
<b>Designation</b>	Vice President for Legal and Compliance Officer



# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

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10th Floor, MGO Building, Legazpi cor. de la Rosa Streets, Legazpi Village, Makati City  
Postal Code  
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## Metro Pacific Investments Corporation

### MPI

**PSE Disclosure Form 4-30 - Material Information/Transactions**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Sections 4.1 and 4.4 of the Revised Disclosure Rules**

#### Subject of the Disclosure

Completion of acquisition of shares in Philippine Tank Storage International Holdings Inc. ("PTSI")

#### Background/Description of the Disclosure

Further to our disclosure filed on 9 December 2020, on 29 January 2021, Metro Pacific Investments Corporation ("MPIC") and Keppel Infrastructure Fund Management Pte. Ltd. (in its capacity as trustee-manager of Keppel Infrastructure Trust) ("KIT") completed the acquisition of 100% of the total issued capital stock of PTSI from Macquarie Infrastructure Holdings (Philippines) Pte. Limited, Government Service Insurance System and Langoer Investments Holding B.V. (the "Transaction Completion"). PTSI wholly-owns Philippine Coastal Storage & Pipeline Corporation ("PCSPC"), the largest independent storage facility in the Philippines with a storage capacity of approximately 6.0 million barrels which provides clients with a well-connected distribution hub to the largest economic catchment area – Metro Manila and North Luzon. The shares of PTSI were indirectly acquired by MPIC and KIT through a Philippine holding company, KM Infrastructure Holdings, Inc. ("KM Infrastructure"), which, at the time of the Transaction Completion, was 80% owned by Bay Philippines Holdings Corporation ("Bay PH") (a 100% indirect subsidiary of KIT) and 20% owned by MPIC.

On the same day after the Transaction Completion, Bay PH and MPIC entered into a Deed of Sale whereby KIT agreed to sell to MPIC approximately 30% of the outstanding shares of KM Infrastructure, for a total purchase price of approximately Php 4.1 Billion ("KM Sale Transaction"). As a result of the KM Sale Transaction, MPIC's total shareholding in KM Infrastructure increased to approximately 50% of its total outstanding capital stock.

In addition to the payment of the purchase price for the additional 30% stake, MPIC also agreed to reimburse KIT for transaction costs and expenses relating to the 30% interest that it agreed to sell to MPIC.

MPIC and KIT also entered into a shareholders' agreement to govern their relationship in managing KM Infrastructure and its subsidiaries, containing, among others, customary governance provisions, transfer provisions and deadlock resolution mechanisms.

#### Other Relevant Information

None.

#### Filed on behalf by:

<b>Name</b>	RICARDO III PILARES
<b>Designation</b>	Vice President for Legal and Compliance Officer