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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

(Stock Code: 00142)

DISCLOSEABLE TRANSACTION

ACQUISITION OF AN AGGREGATE 50% INDIRECT INTEREST IN PHILIPPINE TANK STORAGE INTERNATIONAL HOLDINGS INC. BY METRO PACIFIC INVESTMENTS CORPORATION

ACQUISITION OF AN AGGREGATE 50% INDIRECT INTEREST IN PTSI BY MPIC SPA

MPIC (a Philippine affiliate of the Company in which the Group indirectly holds a 43.1% economic interest) and KIT (an independent third party) entered into the SPA with the Sellers on 8 December 2020, pursuant to which MPIC and KIT (as the Purchasers) agreed to severally purchase (or each procure a Nominated Subsidiary to severally purchase), and the Sellers agreed to sell (or in the case of the Sale Shares being held on trust for the Sellers, procure to sell), the Sale Shares representing 100% of the total issued capital stock of PTSI. The SPA Consideration for the Sale Shares in aggregate is approximately US\$333.8 million (equivalent to approximately HK\$2,603.6 million), payable in full in cash on the SPA Completion, and is subject to adjustment.

Pursuant to the SPA:

- (a) MPIC agreed to purchase (or procure a Nominated Subsidiary to purchase) the MPIC Sale Shares representing 20% of the total issued capital stock of PTSI for the purchase price of approximately US\$66.8 million (equivalent to approximately HK\$521.0 million) (subject to adjustment); and

- (b) KIT agreed to purchase (or procure a Nominated Subsidiary to purchase) the KIT Sale Shares representing 80% of the total issued capital stock of PTSI for the purchase price of US\$267.0 million (equivalent to approximately HK\$2,082.6 million) (subject to adjustment).

Prior to the SPA Completion, MPIC and KIT agreed that the acquisition of all of the Sale Shares would be made via Hyperion (an indirect wholly owned subsidiary of Philippines Holdco), as their Nominated Subsidiary to purchase the Sale Shares agreed to be purchased by them, respectively, under the SPA. Prior to the SPA Completion, Philippines Holdco was directly owned as to 20% by MPIC and as to 80% by Bay Philippines (an indirect wholly owned subsidiary of KIT).

The SPA Completion took place on 29 January 2021, upon the fulfilment of the Condition Precedent described below in this announcement.

Immediately following the SPA Completion, Philippines Holdco, through Hyperion, indirectly held 100% of the total issued capital stock of PTSI. Accordingly, immediately following the SPA Completion, MPIC and KIT are directly and indirectly interested in approximately 20% and 80% of the total issued capital stock of PTSI, respectively, through their interest in Philippines Holdco.

Deed of Sale

Immediately following the SPA Completion, on 29 January 2021 (after trading hours of the Stock Exchange), Bay Philippines and MPIC entered into the Deed of Sale, pursuant to which MPIC agreed to purchase, and Bay Philippines agreed to sell, the Holdco Shares representing approximately 30% of the shares in the capital of Philippines Holdco, for an aggregate consideration of approximately Php4,126.2 million (equivalent to approximately US\$85.8 million or HK\$669.1 million).

The Deed Completion took place simultaneously with the entering into of the Deed of Sale on 29 January 2021. The consideration of approximately Php4,126.2 million (equivalent to approximately US\$85.8 million or HK\$669.1 million) for the Holdco Shares agreed to be purchased by MPIC was paid by MPIC in full in cash at the Deed Completion.

Following the Deed Completion, Bay Philippines and MPIC hold 50.0000001% and 49.9999999% of the shares in Philippines Holdco, respectively, with Bay Philippines holding one voting common share more than MPIC. Accordingly, immediately following the Deed Completion, MPIC and KIT are directly and indirectly interested in approximately 50% and 50% of the total issued capital stock of PTSI, respectively, through their interest in Philippines Holdco.

Shareholders' Agreement in respect of Philippines Holdco

Immediately following the SPA Completion and immediately prior to the entering into of the Deed of Sale, on 29 January 2021 (after trading hours of the Stock Exchange), KIT (as an indirect shareholder of Philippines Holdco), MPIC (as a direct shareholder of Philippines Holdco) and Philippines Holdco entered into the Shareholders' Agreement, for the purpose of regulating the management of Philippines Holdco and its subsidiaries, and the relationship between shareholders of Philippines Holdco and its subsidiaries.

FINANCIAL EFFECTS OF THE ACQUISITION

Following the SPA Completion and the Deed Completion, the Group will be indirectly interested in approximately 50% of the total issued capital stock of PTSI and the financial results of PTSI will be equity-accounted for as a jointly-controlled entity of the Group.

REASONS FOR AND BENEFITS OF THE ACQUISITION

PTSI wholly owns PCSPC, the largest petroleum product import terminal in the Philippines, strategically located in the Subic Bay Freeport Zone in the Philippines.

The Directors consider that the acquisition of PCSPC through PTSI will further diversify the Group's portfolio. The Directors are also of the opinion that the acquisition of shareholding interest in PCSPC will deliver incremental earnings to MPIC and the Group.

The Directors consider that the terms of the Acquisition are fair and reasonable and that the Acquisition is on normal commercial terms (as far as the Company is concerned) and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The entering into of the SPA on 8 December 2020 did not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules, as all of the applicable percentage ratios were less than 5%.

Upon the entering into of the Deed of Sale, as one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition, considered as a whole, is more than 5% but all of the applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the announcement requirements under Chapter 14 of the Listing Rules.

ACQUISITION OF AN AGGREGATE 50% INDIRECT INTEREST IN PTSI BY MPIC SPA

MPIC (a Philippine affiliate of the Company in which the Group indirectly holds a 43.1% economic interest) and KIT (an independent third party) entered into the SPA with the Sellers on 8 December 2020, pursuant to which MPIC and KIT (as the Purchasers) agreed to severally purchase (or each procure a Nominated Subsidiary to severally purchase), and the Sellers agreed to sell (or in the case of the Sale Shares being held on trust for the Sellers, procure to sell), the Sale Shares representing 100% of the total issued capital stock of PTSI.

Summary of Principal Terms of the SPA

- Date of the SPA : 8 December 2020
- Purchasers : (1) MPIC, a Philippine affiliate of the Company
(2) KIT, an independent third party
- Sellers : (1) GSIS
(2) Langoer
(3) MIHP

Each of the Sellers is a legal and/or beneficial owner of the Sale Shares to be respectively sold by it under the SPA. Further information on the Sellers is set forth below in this announcement.

- Initial acquisition of an indirect 20% interest in PTSI by MPIC : Pursuant to the SPA:
- (1) MPIC agreed to purchase (or procure a Nominated Subsidiary to purchase) the MPIC Sale Shares representing 20% of the total issued capital stock of PTSI for the purchase price of approximately US\$66.8 million (equivalent to approximately HK\$521.0 million) (subject to adjustment); and
 - (2) KIT agreed to purchase (or procure a Nominated Subsidiary to purchase) the KIT Sale Shares representing 80% of the total issued capital stock of PTSI for the purchase price of US\$267.0 million (equivalent to approximately HK\$2,082.6 million) (subject to adjustment).

SPA Consideration : The SPA Consideration (subject to adjustment) payable for the sale and purchase of the Sale Shares in aggregate was approximately US\$333.8 million (equivalent to approximately HK\$2,603.6 million), of which US\$57.2 million (equivalent to approximately HK\$446.2 million) was payable by MPIC (or the Nominated Subsidiary) for the MPIC Sale Shares representing 20% of the total issued capital stock of PTSI.

The SPA Consideration (subject to adjustment) of approximately US\$333.8 million (equivalent to approximately HK\$2,603.6 million) in aggregate was determined after arm's length negotiations between the Purchasers and the Sellers after a competitive bidding process, having regard to the underlying assets held by PTSI, namely, PCSPC, and the potential earnings of the business to be acquired, and taking into account PCSPC's historical performance, its market position in the Philippines and existing contracts with customers.

Further information on Philippines Holdco and its subsidiaries, PTSI and PCSPC is set forth below in this announcement.

Payment of the SPA Consideration : The SPA Consideration of approximately US\$333.8 million (equivalent to approximately HK\$2,603.6 million) for the sale and purchase of the Sale Shares in aggregate would be funded by way of a combination of (1) approximately US\$286 million (equivalent to approximately HK\$2,230.8 million) (the "**Equity Investment Amount**") contributed by MPIC and KIT in aggregate (of which approximately US\$57.2 million, (equivalent to approximately HK\$446.2 million) shall be contributed by MPIC); and (2) other non-recourse bank borrowings by Hyperion in the amount of approximately US\$48 million (equivalent to approximately HK\$374.4 million). The amount of US\$57.2 million (equivalent to approximately HK\$446.2 million) to be contributed by MPIC as part of the Equity Investment Amount would be funded from its internally generated resources and bank borrowings.

The SPA Consideration payable by the Purchasers (or the Nominated Subsidiary) in aggregate shall be paid in full in cash to a bank account designated by the Sellers at the SPA Completion, which amount will be allocated to each Seller in accordance with their respective shareholdings in PTSI.

Adjustment to the SPA
Consideration

: The SPA Consideration shall be adjusted following the SPA Completion as follows:

- (a) if the Actual Net Debt exceeds the Estimated Net Debt, it shall be reduced by the amount of the difference between the Actual Net Debt and the Estimated Net Debt;
- (b) if the Actual Net Debt is less than the Estimated Net Debt, it shall be increased by the amount of the difference between Actual Net Debt and the Estimated Net Debt;
- (c) if the Actual Working Capital is less than the Estimated Net Working Capital, it shall be reduced by the amount of the difference between the Actual Working Capital and the Estimated Net Working Capital; and
- (d) if the Actual Working Capital exceeds the Estimated Net Working Capital, it shall be increased by the amount of the difference between the Actual Working Capital and the Estimated Net Working Capital.

If as a result of such adjustment above:

- (a) the amount of the SPA Consideration is increased, the Purchasers (or the Nominated Subsidiary) shall pay a sum equal to that increase into a bank account designated by the Sellers within seven Business Days of the finalisation of the Actual Net Debt and the Actual Working Capital; or

- (b) the amount of the SPA Consideration is reduced, the Sellers shall pay a sum equal to that reduction to the Purchasers (or the Nominated Subsidiary) within seven Business Days of the finalisation of the Actual Net Debt and the Actual Working Capital.

- Condition Precedent : The SPA Completion is conditional on there being no finding that, in order to comply with relevant local environmental laws, will require PCSPC to incur costs exceeding a certain threshold as set out in the SPA.
- Termination : The Purchasers are entitled to terminate the SPA by notice in writing to the Sellers if a material breach of the fundamental warranties and/or the obligations of the Sellers subsists immediately prior to the SPA Completion.
- SPA Completion : The SPA Completion took place on 29 January 2021, upon the fulfilment of the Condition Precedent.
- Governing law : Singapore law.

DEED OF SALE

Immediately following the SPA Completion, on 29 January 2021 (after trading hours of the Stock Exchange), Bay Philippines and MPIC entered into the Deed of Sale, pursuant to which MPIC agreed to purchase, and Bay Philippines agreed to sell, the Holdco Shares representing approximately 30% of the shares in the capital of Philippines Holdco, for an aggregate consideration of approximately Php4,126.2 million (equivalent to approximately US\$85.8 million or HK\$669.1 million), payable in full in cash at the Deed Completion.

Summary of Principal Terms of the Deed of Sale

- Date of the Deed of Sale : 29 January 2021
- Parties : (1) MPIC, a Philippine affiliate of the Company, as purchaser
(2) Bay Philippines, an indirect wholly owned subsidiary of KIT, as seller
- Further acquisition of an indirect 30% interest in PTSI by MPIC : MPIC agreed to purchase, and Bay Philippines agreed to sell, the Holdco Shares representing approximately 30% of the shares in the capital of Philippines Holdco.

Consideration : The aggregate consideration payable for the sale and purchase of the Holdco Shares is approximately Php4,126.2 million (equivalent to approximately US\$85.8 million or HK\$669.1 million).

The aggregate consideration of approximately Php4,126.2 million (equivalent to approximately US\$85.8 million or HK\$669.1 million) was determined after arm's length negotiations between Bay Philippines and MPIC, and represents 30% of the Equity Investment Amount of approximately US\$286.0 million (equivalent to approximately HK\$2,230.8 million) paid by MPIC and KIT in relation to the indirect acquisition of 100% of the total issued capital stock of PTSI by Hyperion under the SPA, plus certain transaction costs, expenses and/or taxes incurred by KIT and/or its affiliates which would otherwise not have arisen had KIT only indirectly acquired 50% (instead of 80%) interest in PTSI upon the SPA Completion.

Payment of the Consideration : The consideration of approximately Php4,126.2 million (equivalent to approximately US\$85.8 million or HK\$669.1 million) would be satisfied by MPIC from a combination of internally generated funds and bank borrowings.

Deed Completion : The Deed Completion took place simultaneously with the entering into of the Deed of Sale on 29 January 2021 and the consideration of approximately Php4,126.2 million (equivalent to approximately US\$85.8 million or HK\$669.1 million), was paid by MPIC in full in cash at the Deed Completion. Following the Deed Completion, Bay Philippines and MPIC hold 50.0000001% and 49.9999999% of the shares in Philippines Holdco, respectively, with Bay Philippines holding one voting common share more than MPIC. Accordingly, immediately following the Deed Completion, MPIC and KIT are directly and indirectly interested in approximately 50% and 50% of the total issued capital stock of PTSI, respectively, through their interest in Philippines Holdco.

Governing law : Philippine law.

SHAREHOLDERS' AGREEMENT

Immediately following the SPA Completion and immediately prior to the entering into of the Deed of Sale, on 29 January 2021 (after trading hours of the Stock Exchange), KIT (as an indirect shareholder of Philippines Holdco), MPIC (as a direct shareholder of Philippines Holdco) and Philippines Holdco entered into the Shareholders' Agreement, for the purpose of regulating the management of Philippines Holdco and its subsidiaries, and the relationship between shareholders of Philippines Holdco and its subsidiaries. The Shareholders' Agreement includes customary provisions including non-competition, quorum and voting requirements and deadlock resolution mechanisms. For so long as Bay Philippines and MPIC hold an equal percentage of the shares in Philippines Holdco (with Bay Philippines holding one voting common share more than MPIC), Bay Philippines and MPIC shall enjoy equal rights and bear equal obligations in respect of Philippines Holdco and its subsidiaries.

REASONS FOR AND BENEFITS OF THE ACQUISITION

PTSI wholly owns PCSPC, the largest petroleum product import terminal in the Philippines, strategically located in the Subic Bay Freeport Zone in the Philippines. The Directors consider that the acquisition of PCSPC through PTSI will further diversify the Group's portfolio. The Directors are also of the opinion that the acquisition of shareholding interest in PCSPC will deliver incremental earnings to MPIC and the Group.

The Directors consider that the terms of the Acquisition are fair and reasonable and that the Acquisition is on normal commercial terms (as far as the Company is concerned) and in the interests of the Company and the Shareholders as a whole.

To the best of the Directors' knowledge and information, no Director has any material interest in, or otherwise is required to abstain from voting on, the resolutions of the board of Directors of the Company considering and approving the Acquisition.

FINANCIAL EFFECTS OF THE ACQUISITION

Following the SPA Completion and the Deed Completion, the Group will be indirectly interested in approximately 50% of the total issued capital stock of PTSI and the financial results of PTSI will be equity-accounted for as a jointly-controlled entity of the Group.

INFORMATION ON THE COMPANY

The Company is a Hong Kong-based investment management and holding company with operations located in Asia Pacific. The Company's principal business interests relate to consumer food products, telecommunications, infrastructure and natural resources.

INFORMATION ON MPIC

MPIC is a Philippine affiliate of the Company, in which the Group indirectly holds approximately 43.1% economic interest. MPIC is one of the largest infrastructure investment management and holding companies in the Philippines, with investments in the country's largest electricity distributor, toll road operator, water distributor and hospital group. MPIC also holds substantial investments in light rail and logistics operations, and is one of the largest electricity generators in the Visayas region of the Philippines. MPIC's financial results are consolidated in the Company's financial statements and its shares are listed on the PSE.

INFORMATION ON PTSI

PTSI owns 100% of the total issued capital stock of PCSPC. PCSPC is the largest independent petroleum product storage facility and import terminal 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 strategic location in the Subic Bay Freeport Zone in the Philippines, PCSPC provides clients with a well-connected distribution hub to the largest economic catchment area – Metro Manila and North Luzon.

The audited consolidated net profits of PTSI in respect of its financial year ended 31 December 2019 were approximately US\$9.4 million (equivalent to approximately HK\$73.3 million) before taxation and US\$8.2 million (equivalent to approximately HK\$64.0 million) after taxation.

The audited consolidated net profits of PTSI in respect of its financial year ended 31 December 2018 were approximately US\$10.2 million (equivalent to approximately HK\$79.6 million) before taxation and US\$8.8 million (equivalent to approximately HK\$68.6 million) after taxation.

The audited consolidated net asset value of PTSI as at 31 December 2019 was approximately US\$72.2 million (equivalent to HK\$563.2 million).

INFORMATION ON THE SELLERS

GSIS is a government-owned and controlled corporation existing under the laws of the Philippines. It is principally engaged in the administration of security benefits to government employees and provides insurance coverage to government assets and properties.

Langoer is a private company with limited liability organised and existing under the laws of the Netherlands. It is a subsidiary of Algemene Pensioen Groep, one of the largest pension funds in the world.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, each of GSIS and Langoer and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

MIHP is a private company limited by shares existing under the laws of Singapore. It is a holding company under the Macquarie Group Limited, one of the largest infrastructure asset managers in the world.

As at the date of this announcement, MPIC is beneficially interested in 65.1% of the issued and outstanding capital stock of Metro Pacific Light Rail Corporation, which has an aggregate 55% economic interest in Light Rail Manila Corporation (“LRMC”), the operator of the Light Rail Transit system – Line 1 in the Philippines. MIHP is a 10% registered shareholder of LRMC.

LRMC is an insignificant subsidiary of the Company for the purpose of Rule 14A.09 of the Listing Rules. Accordingly, MIHP, as a substantial shareholder of an insignificant subsidiary of the Company, is not regarded as a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, MIHP is regarded as a third party independent of the Company and connected persons of the Company and the Acquisition does not constitute a connected transaction for the Company under Chapter 14A of the Listing Rules.

Pursuant to the SPA, MIHP sold 16.67% of the total outstanding voting capital stock of PTSI (representing approximately 8.33% of the economic interest in PTSI) to Hyperion for a consideration of US\$27.8 million (equivalent to approximately HK\$216.8 million) (subject to adjustment), of which a net amount of approximately US\$11.9 million (equivalent to approximately HK\$92.8 million) was indirectly contributed by MPIC, in accordance with the arrangements described in the sections headed “*Acquisition of an aggregate 50% indirect interest in PTSI by MPIC – SPA – Summary of Principal Terms of the SPA – Payment of the SPA Consideration*” and “*Deed of Sale – Summary of Principal Terms of the Deed of Sale – Consideration*”.

INFORMATION ON KIT AND BAY PHILIPPINES

KIT is the largest diversified infrastructure business trust listed on the main board of the Singapore Stock Exchange. KIT’s portfolio of infrastructure assets includes waste treatment, water desalination, power generation and transmission, piped gas production and retailing, and chemicals manufacture and distribution, which are primarily in Singapore and Australia.

Bay Philippines is a company incorporated in the Philippines and an indirect wholly owned subsidiary of KIT. It is an investment holding company.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, each of KIT, Bay Philippines and their ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

INFORMATION ON PHILIPPINES HOLDCO

Philippines Holdco is a company incorporated in the Philippines and is an investment holding company. Prior to the Acquisition, it is owned as to 80% and 20% by Bay Philippines and MPIC, respectively. Immediately following the Deed Completion, it is owned as to 50.0000001% and 49.9999999% by Bay Philippines and MPIC, respectively.

Philippines Holdco owns all of the shares in Razor Crest Storage Infrastructure Holdings Corporation, which in turn owns all of the shares in Hyperion. Following the SPA Completion and as at the date of this announcement, Hyperion directly holds 100% of the total issued capital stock of PTSI. Each of Razor Crest Storage Infrastructure Holdings Corporation and Hyperion are investment holding companies.

LISTING RULES IMPLICATIONS

The entering into of the SPA on 8 December 2020 did not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules, as all of the applicable percentage ratios were less than 5%.

Upon the entering into of the Deed of Sale, as one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition when considered as a whole, is more than 5% but all of the applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following terms and expressions have the following meanings, unless the context requires otherwise:

“Acquisition”	the indirect acquisition by MPIC of an aggregate approximate 50% interest in the total issued capital stock of PTSI under the terms of the SPA and the Deed of Sale involving the formation of Philippines Holdco as a joint venture between MPIC and Bay Philippines, as described in this announcement;
“Actual Net Debt”	the actual amount of the aggregate of the net indebtedness of PCSPC and PTSI at the date of the SPA Completion, as shown in the Completion Statement, less US\$23.0 million (equivalent to approximately HK\$179.4 million);
“Actual Working Capital”	the actual amount of the aggregate of the working capital of PCSPC and PTSI at the date of the SPA Completion, as shown in the Completion Statement;

“Bay Philippines”	Bay Philippines Holdings Corporation, a company incorporated in the Philippines, an indirect wholly owned subsidiary of KIT;
“Business Day”	a day (other than a Saturday or Sunday) on which banks are generally open in the Philippines, the Netherlands and Singapore for normal business;
“Class 1 Preferred Shares”	non-convertible, voting, redeemable class 1 preference shares of the issued capital stock of PTSI;
“Class 2 Preferred Shares”	non-convertible, voting, redeemable class 2 preference shares of the issued capital stock of PTSI;
“Company”	First Pacific Company Limited, an exempted company incorporated in Bermuda and having its shares listed on the Stock Exchange;
“Completion Statement”	the statement of Actual Net Debt and Actual Working Capital as at the date of the SPA Completion to be prepared and finalised in accordance with the provisions of the SPA;
“Condition Precedent”	the condition precedent to the SPA Completion, details of which are set out under the paragraph headed “ <i>Acquisition of an aggregate 50% indirect interest in PTSI by MPIC – SPA – Summary of Principal Terms of the SPA – Condition Precedent</i> ” in this announcement;
“Deed of Sale”	the Deed of Absolute Sale of Shares dated 29 January 2021 between Bay Philippines and MPIC, relating to the sale and purchase of the Holdco Shares;
“Deed Completion”	completion of the sale and purchase of the Holdco Shares in accordance with the Deed of Sale;
“Directors”	the directors of the Company;
“Equity Investment Amount”	has the meaning given to it in the paragraph headed “ <i>Acquisition of an aggregate 50% indirect interest in PTSI by MPIC – SPA – Summary of Principal Terms of the SPA – Payment of the SPA Consideration</i> ” of this announcement;

“Estimated Net Debt”	US\$100.1 million (equivalent to approximately HK\$780.8 million);
“Estimated Net Working Capital”	negative US\$13.1 million (equivalent to approximately HK\$102.2 million);
“Group”	together, the Company, its subsidiaries and/or its Philippine affiliates;
“GSIS”	Government Service Insurance System, a government-owned and controlled corporation existing under the laws of the Philippines and one of the Sellers under the SPA;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Holdco Shares”	5,894,564 common shares and 190,590,905 preferred shares in the capital of the Philippines Holdco agreed to be purchased by MPIC from Bay Philippines pursuant to the Deed of Sale;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hyperion”	Hyperion Storage Holdings Corporation, a company incorporated in the Philippines and the Nominated Subsidiary of the Purchasers to acquire all of the Sale Shares;
“KIT”	Keppel Infrastructure Fund Management Pte. Ltd., a company limited by shares incorporated under the laws of Singapore, the trustee-manager of Keppel Infrastructure Trust and one of the Purchasers under the SPA;
“KIT Sale Shares”	80% of the total issued capital stock of PTSI agreed to be purchased by KIT pursuant to the SPA;
“Langoer”	Langoer Investments Holding B.V., a private company with limited liability organised and existing under the laws of the Netherlands and one of the Sellers under the SPA;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

“MIHP”	Macquarie Infrastructure Holdings (Philippines) Pte. Limited, a private company limited by shares existing under the laws of Singapore and one of the Sellers under the SPA;
“MPIC”	Metro Pacific Investments Corporation, a company incorporated in the Philippines with limited liability, the shares of which are listed on the PSE and one of the Purchasers under the SPA;
“MPIC Sale Shares”	20% of the total issued capital stock of PTSI agreed to be purchased by MPIC pursuant to the SPA;
“Nominated Subsidiary”	an undertaking that is wholly owned, directly or indirectly, by the Purchasers;
“PCSPC”	Philippine Coastal Storage and Pipeline Corporation, a company incorporated in the Philippines with limited liability and a wholly owned subsidiary of PTSI;
“Philippines Holdco”	KM Infrastructure Holdings, Inc., a company incorporated in the Philippines with limited liability;
“Php”	Philippine Peso, the lawful currency of the Philippines;
“PSE”	the Philippine Stock Exchange;
“PTSI”	Philippine Tank Storage International Holdings Inc., a stock corporation incorporated in and existing under the laws of the Philippines;
“Purchasers”	collectively, MPIC and KIT;
“Sale Shares”	collectively, the MPIC Sale Shares and KIT Sale Shares, comprising 7,200 common shares, 577,393,764 Class 1 Preferred Shares and 288,696,882 Class 2 Preferred Shares, and constituting 100% of the total issued capital stock of PTSI;
“Sellers”	collectively, GSIS, Langoer and MIHP;
“Shareholders”	holders of the shares in the Company;

“Shareholders’ Agreement”	the shareholders’ agreement dated 29 January 2021 in relation to the Philippines Holdco;
“SPA”	the sale and purchase agreement dated 8 December 2020 among the Purchasers and the Sellers, relating to the sale and purchase of the Sale Shares;
“SPA Completion”	completion of the sale and purchase of the Sale Shares in accordance with the SPA;
“SPA Consideration”	the aggregate consideration payable by the Purchasers (or the Nominated Subsidiary(ies)) for the purchase of the Sale Shares, subject to adjustment as described under the paragraph headed “ <i>Acquisition of an aggregate 50% indirect interest in PTSI by MPIC – SPA – Summary of Principal Terms of the SPA – Adjustment to the SPA Consideration</i> ” in this announcement;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“US\$”	United States dollar, the lawful currency of the United States of America; and
“%”	per cent.

In this announcement, unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = Php48.1 = HK\$7.80. Percentages and figures expressed in thousands and millions have been rounded.

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

Hong Kong, 1 February 2021

As at the date of this announcement, the board of Directors of the Company 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