

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



FIRST PACIFIC COMPANY LIMITED

第一太平有限公司

(Incorporated with limited liability under the laws of Bermuda)

Website: <http://www.firstpacific.com>

(Stock Code: 00142)

UPDATE ON DISCLOSEABLE AND CONNECTED TRANSACTION

FULFILLMENT OF PRE-CONDITIONS TO VOLUNTARY GENERAL OFFER UNDER THE IMPLEMENTATION AGREEMENT IN RELATION TO SALE OF INTEREST IN CHINA MINZHONG FOOD CORPORATION LIMITED

Reference is made to the announcements of First Pacific Company Limited (the “**Company**”) dated 7 September 2016 and 19 October 2016 and the circular of the Company dated 28 September 2016 (the “**Circular**”) in relation to the Implementation Agreement relating to the sale of interest in China Minzhong Food Corporation Limited. Unless defined herein or the context otherwise requires, capitalised terms and expressions used in this announcement have the respective meanings given to them in the Circular.

As disclosed in the Circular, the Implementation Agreement provides that Marvellous BVI’s obligation to make the Offer is subject to and contingent upon, and will only take place following, the satisfaction of the following Pre-Conditions:

- (a) Indofood having obtained approval from its independent shareholders for the Transactions in accordance with Regulation Number IX.E.1 as attachment to the Decree of the Chairman of the Supervisory Board of Capital Market and Financial Institution number Kep-412/BL/2009, dated 25 November 2009 regarding Affiliated Transaction and Conflict of Interest on Certain Transaction; and
- (b) the Company having obtained approval from the Independent Shareholders for the Transactions in accordance with the Listing Rules.

At the SGM held on 19 October 2016, the Independent Shareholders passed an ordinary resolution to approve the Implementation Agreement and the Transactions. At the extraordinary general meeting of Indofood held on 21 October 2016, Indofood obtained approval from its independent shareholders for the Transactions. Accordingly, the Pre-Conditions to Marvellous BVI's obligation to make the Offer under the Implementation Agreement have been fulfilled.

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

Hong Kong, 21 October 2016

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 CEO*
Edward A. Tortorici
Robert C. Nicholson

Non-executive Directors:

Anthoni Salim, *Chairman*
Benny S. Santoso
Tedy Djuhar
Ambassador Albert F. del Rosario

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