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

(Stock Code: 00142)

DISCLOSEABLE TRANSACTION

ACQUISITION OF ADDITIONAL INTEREST IN PT NUSANTARA INFRASTRUCTURE TBK BY PT METRO PACIFIC TOLLWAYS INDONESIA

ACQUISITION OF ADDITIONAL INTEREST IN NUSANTARA BY MPTI

On 2 July 2018, MPTI, a subsidiary of the Company, acquired 760,000,000 Nusantara Shares, representing 4.99% of the issued share capital of Nusantara, for an aggregate consideration of IDR160.36 billion (equivalent to approximately US\$11.2 million or HK\$87.3 million), which is IDR211 (equivalent to approximately US\$0.015 or HK\$0.115) per Nusantara Share. Those Nusantara Shares were acquired by way of a cross sale on the Indonesia Stock Exchange. MPTI paid the consideration for the Acquisition in full in cash on completion of the Acquisition.

Immediately prior to the Acquisition, MPTI held 7,354,495,300 Nusantara Shares, representing 48.27% of the issued share capital of Nusantara. Immediately following the Acquisition, MPTI holds 8,114,495,300 Nusantara Shares, representing 53.26% of the issued share capital of Nusantara.

MANDATORY TENDER OFFER IN RESPECT OF NUSANTARA

As a result of the Acquisition, MPTI is required to make a mandatory tender offer to purchase all of the Nusantara Shares which it does not already own. Those Nusantara Shares represent 44.21% of the issued share capital of Nusantara, excluding Nusantara Shares held as treasury stock by Nusantara which represent 2.53% of the issued share capital of Nusantara.

The Tender Offer price, which is subject to approval by the Indonesian Financial Services Authority, is expected to be IDR211 (equivalent to approximately US\$0.015 or HK\$0.115) per Nusantara Share, being a total amount of approximately IDR1,421 billion (equivalent to approximately US\$99.2 million or HK\$773.7 million) for all the Nusantara Shares, representing 44.21% of the issued share capital of Nusantara, in respect of which the Tender Offer will be made.

As at the date of this announcement, Nusantara is an equity-accounted for associated company of the Group. Following completion of the Acquisition, the financial results of Nusantara will be consolidated (instead of being equity-accounted for) in the financial statements of the Group.

IMPLICATIONS UNDER THE LISTING RULES

One or more of the applicable percentage ratios (as set forth in Rule 14.07 of the Listing Rules) in respect of the Acquisition and the Tender Offer, when taken together and aggregated with the Previous Acquisitions and assuming acceptance of the Tender Offer in full, is 5% or more, but all the applicable percentage ratios are less than 25%. Accordingly, the Acquisition and the Tender Offer, when aggregated with the Previous Acquisitions, and assuming acceptance of the Tender Offer in full, collectively constitute a discloseable transaction for the Company and are required to be announced under Chapter 14 of the Listing Rules.

ACQUISITION OF ADDITIONAL INTEREST IN NUSANTARA BY MPTI

On 2 July 2018, MPTI, a subsidiary of the Company, acquired 760,000,000 Nusantara Shares, representing 4.99% of the issued share capital of Nusantara, for an aggregate consideration of IDR160.36 billion (equivalent to approximately US\$11.2 million or HK\$87.3 million), which is IDR211 (equivalent to approximately US\$0.015 or HK\$0.115) per Nusantara Share. Those Nusantara Shares were acquired by way of a cross sale on the Indonesia Stock Exchange. MPTI paid the consideration for the Acquisition in full in cash on completion of the Acquisition.

Immediately prior to the Acquisition, MPTI held 7,354,495,300 Nusantara Shares, representing 48.27% of the issued share capital of Nusantara. Immediately following the Acquisition, MPTI holds 8,114,495,300 Nusantara Shares, representing 53.26% of the issued share capital of Nusantara.

The consideration for the Acquisition was determined by the value of the business and assets of Nusantara and some reference to the market price of Nusantara Shares on the Indonesia Stock Exchange.

The funding for the Acquisition and the Tender Offer will be sourced by MPTI from commercial bank loans.

As at the date of this announcement, Nusantara is an equity-accounted for associated company of the Group. Following completion of the Acquisition, the financial results of Nusantara will be consolidated (instead of being equity-accounted for) in the financial statements of the Group.

MANDATORY TENDER OFFER IN RESPECT OF NUSANTARA

As a result of the Acquisition, MPTI is required to make a mandatory tender offer to purchase all of the Nusantara Shares which it does not already own. Those Nusantara Shares represent 44.21% of the issued share capital of Nusantara, excluding Nusantara Shares held as treasury stock by Nusantara which represent 2.53% of the issued share capital of Nusantara.

The Tender Offer price, which is subject to approval by the Indonesian Financial Services Authority, is expected to be IDR211 (equivalent to approximately US\$0.015 or HK\$0.115) per Nusantara Share, being a total amount of approximately IDR1,421 billion (equivalent to approximately US\$99.2 million or HK\$773.7 million) for all the Nusantara Shares, representing 44.21% of the issued share capital of Nusantara, in respect of which the Tender Offer will be made.

REASONS FOR AND BENEFITS OF THE ACQUISITION AND THE TENDER OFFER

MPTC, the sole shareholder of MPTI, has decided to take a more active participation in influencing the direction of Nusantara. The Acquisition will also permit MPTC, through MPTI, to infuse funds as necessary that will allow Nusantara to participate in more infrastructure projects in Indonesia.

The Directors (including the independent non-executive Directors) consider that the Acquisition and the resulting Tender Offer are on normal commercial terms, fair and reasonable and in the interests of the Company and its 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 Board resolutions considering and approving the Acquisition and the Tender Offer.

PREVIOUS ACQUISITIONS OF SHARES IN NUSANTARA

On 31 October 2017, MPTI acquired a total of 754,495,300 Nusantara Shares, representing 4.95% of the issued share capital of Nusantara, from the public on the Indonesia Stock Exchange, at an average purchase price of IDR202 (equivalent to approximately US\$0.014 or HK\$0.11) per Nusantara Share. The aggregate purchase price was IDR152.4 billion (equivalent to approximately US\$10.6 million or HK\$83.0 million) which was paid in cash.

On 3 November 2017, MPTI acquired a total of 6,600,000,000 Nusantara Shares, representing 43.32% of the issued share capital of Nusantara, from Matahari, at a purchase price of IDR274 (equivalent to approximately US\$0.019 or HK\$0.149) per Nusantara Share by way of a cross sale on the Indonesia Stock Exchange. The aggregate purchase price of IDR1,808.4 billion (equivalent to approximately US\$126.2 million or HK\$984.7 million), which was agreed between MPTI and Matahari following arm's length negotiations having regard to the value of the assets and business of Nusantara, was paid in cash.

INTEREST OF MPTI IN NUSANTARA BEFORE AND AFTER THE ACQUISITION AND THE TENDER OFFER

Immediately prior to completion of the Acquisition, MPTI held 7,354,495,300 Nusantara Shares, representing 48.27% of the issued share capital of Nusantara.

Immediately after completion of the Acquisition, MPTI holds 8,114,495,300 Nusantara Shares, representing 53.26% of the issued share capital of Nusantara. The shareholding of MPTI in Nusantara on completion of the Tender Offer will depend on the level of acceptances under the Tender Offer. Assuming acceptance of the Tender Offer in full, MPTI would hold 97.47% of the issued share capital of Nusantara, with the remaining 2.53% of Nusantara's issued share capital continuing to be held by Nusantara as treasury stock.

IMPLICATIONS UNDER THE LISTING RULES

One or more of the applicable percentage ratios (as set forth in Rule 14.07 of the Listing Rules) in respect of the Acquisition and the Tender Offer, when aggregated with the Previous Acquisitions and assuming acceptance of the Tender Offer in full, is 5% or more, but all the applicable percentage ratios are less than 25%. Accordingly, the Acquisition and the Tender Offer, when aggregated with the Previous Acquisitions and assuming acceptance of the Tender Offer in full, collectively constitute a discloseable transaction for the Company and are required to be announced under Chapter 14 of the Listing Rules.

GENERAL

Information in relation to Nusantara

Nusantara is a company incorporated in Indonesia and has its shares listed on the Indonesia Stock Exchange. Its infrastructure portfolio in Indonesia includes toll roads, ports, energy, and water.

For the financial year ended 31 December 2017, Nusantara's audited consolidated profits before taxation were IDR159.1 billion (equivalent to approximately US\$11.1 million or approximately HK\$86.6 million) and Nusantara's audited consolidated profits after taxation were IDR93.1 billion (equivalent to approximately US\$6.5 million or approximately HK\$50.7 million). For the financial year ended 31 December 2016, Nusantara's audited consolidated profits before taxation were IDR201.8 billion (equivalent to approximately US\$14.1 million or approximately HK\$109.9 million) and

Nusantara's audited consolidated profits after taxation were IDR154.3 billion (equivalent to approximately US\$10.8 million or approximately HK\$84.0 million). As at 31 December 2017, Nusantara's audited consolidated net asset value was IDR1,877.6 billion (equivalent to approximately US\$131.1 million or approximately HK\$1,022.4 million).

As at the date of this announcement, Nusantara is an equity-accounted for associated company of the Group. Following completion of the Acquisition, the financial results of Nusantara will be consolidated (instead of being equity-accounted for) in the financial statements of the Group.

As at the date of this announcement, the Group holds a 48.27% interest in Nusantara. Save for that relationship, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, Nusantara and its ultimate beneficial owner are otherwise third parties independent of the Company and connected persons of the Company.

Information in relation to the counterparties to the Acquisition

The 760,000,000 Nusantara Shares, representing 4.99% of the issued share capital of Nusantara, acquired by MPTI pursuant to the Acquisition were acquired from the public on the Indonesia Stock Exchange. The sellers are believed to be institutional investors. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, such sellers and their ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

Information in relation to the counterparties to the Previous Acquisitions

Similarly, the 754,495,300 Nusantara Shares, representing 4.95% of the issued share capital of Nusantara, acquired by MPTI on 31 October 2017 were acquired from the public on the Indonesia Stock Exchange. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, such sellers and their ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

Matahari is principally engaged in general trading. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, Matahari and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

Information in relation to the Company, MPTI, MPIC and MPTC

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

MPTI is a subsidiary of the Company, indirectly owned as to 99.9% by the Company. MPTI is the Group's holding company for toll road projects in Indonesia.

MPTC owns the entire issued share capital of MPTI and is principally engaged in concession management, toll road development and toll road operations and management. MPTC is a subsidiary of MPIC, owned as to 99.9% by MPIC.

MPIC is a Philippine affiliate of the Company. MPIC is an investment management and holding company focused on infrastructure development and has its common shares listed on the Philippine Stock Exchange. As at the date of this announcement, the Group has a 55.0% voting interest and a 42.0% economic interest in MPIC.

DEFINITIONS

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

“Acquisition”	the acquisition by MPTI of 760,000,000 Nusantara Shares, representing 4.99% of the total issued share capital of Nusantara, described in this announcement in the section headed “Acquisition of Additional Interest in Nusantara by MPTI”;
“Board”	board of Directors of the Company;
“Company”	First Pacific Company Limited, an exempted company incorporated in Bermuda and having its shares listed on The Stock Exchange of Hong Kong Limited;
“Director(s)”	the director(s) of the Company;
“Group”	the Company, and/or its subsidiaries, and/or its Philippine affiliates, from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“IDR”	Indonesian Rupiah, the lawful currency of Indonesia;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Matahari”	PT Matahari Kapital Indonesia, a company incorporated in Indonesia;

“MPIC”	Metro Pacific Investments Corporation, a company incorporated in the Philippines and having its shares listed on the Philippine Stock Exchange;
“MPTC”	Metro Pacific Tollways Corporation, a company incorporated in the Philippines;
“MPTI”	PT Metro Pacific Tollways Indonesia, a company incorporated in Indonesia;
“Nusantara”	PT Nusantara Infrastructure Tbk, a company incorporated in Indonesia and having its shares listed on the Indonesia Stock Exchange;
“Nusantara Shares”	shares in Nusantara;
“Previous Acquisitions”	the acquisition of a total of 754,495,300 Nusantara Shares by MPTI from the public on 31 October 2017 and the acquisition of a total of 6,600,000,000 Nusantara Shares by MPTI from Matahari on 3 November 2017, as described in this announcement under the heading “Previous Acquisitions of Shares in Nusantara”;
“Tender Offer”	the mandatory tender offer required to be made by MPTI as a result of completing the Acquisition, for the Nusantara Shares not already owned by MPTI, representing 44.21% of the issued share capital of Nusantara after excluding the Nusantara Shares (representing 2.53% of the issued share capital of Nusantara) held by Nusantara as treasury stock;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

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

Hong Kong, 3 July 2018

Unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = IDR14,325 = HK\$7.8. Percentages and figures expressed have been rounded.

As at the date of this announcement, the Board comprises the following directors:

Executive Directors:

Manuel V. Pangilinan, *Managing Director and CEO*

Robert C. Nicholson

Christopher H. Young

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