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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 filings made by Indofood Agri Resources Ltd. (“IndoAgri”) to the Singapore Stock Exchange, in relation to IndoAgri’s Notice of Extraordinary General Meeting relating to the proposed listing of its 90% owned subsidiary, PT Salim Ivomas Pratama, on the Indonesia Stock Exchange, and the Despatch of Circular.

Dated this the 5th day of April, 2011

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
Napoleon L. Nazareno
Professor Edward K.Y. Chen*, *GBS, CBE, JP*

Tedy Djuhar
Ibrahim Risjad
Benny S. Santoso
Graham L. Pickles*
Sir David W.C. Tang*, *KBE*
Jun Tang*

**Independent Non-executive Directors*

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MISCELLANEOUS

** Asterisks denote mandatory information*

Name of Announcer *	INDOFOOD AGRI RESOURCES LTD.
Company Registration No.	200106551G
Announcement submitted on behalf of	INDOFOOD AGRI RESOURCES LTD.
Announcement is submitted with respect to *	INDOFOOD AGRI RESOURCES LTD.
Announcement is submitted by *	Mak Mei Yook
Designation *	Company Secretary
Date & Time of Broadcast	05-Apr-2011 09:49:13
Announcement No.	00012

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *	Notice of Extraordinary General Meeting and the Despatch of Circular
Description	Please see attached.
Attachments	IFARNoticeEGM.pdf IFARDespatchCircular.pdf Total size = 45K (2048K size limit recommended)

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INDOFOOD AGRI RESOURCES LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200106551G)

- I. **THE POSSIBLE MATERIAL DILUTION OF UP TO A MAXIMUM OF 20% OF THE COMPANY'S SHAREHOLDING INTEREST IN PT SALIM IVOMAS PRATAMA ("PT SIMP") PURSUANT TO THE PROPOSED INITIAL PUBLIC OFFERING ("IPO") AND LISTING OF PT SIMP ON THE INDONESIA STOCK EXCHANGE**

 - II. **THE PROPOSED AMALGAMATION OF INDOFOOD OIL & FATS PTE. LTD. WITH INDOFOOD AGRI RESOURCES LTD. PURSUANT TO SECTION 215D(1) OF THE COMPANIES ACT (CAP. 50)**
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1. INTRODUCTION

The Board of Directors (the "**Board**") of Indofood Agri Resources Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to its announcement on 18 February 2011 (the "**18 February Announcement**") in relation to the proposed listing (the "**Proposed Listing**") of the Company's 90% owned subsidiary, PT SIMP, on the Indonesia Stock Exchange ("**IDX**").

As stated in the 18 February Announcement, the Proposed Listing will be subject to, among others, the relevant regulatory and shareholders' approvals (including the approval of the shareholders of the Company) and prevailing market conditions. In particular, pursuant to Rule 805(2)(b) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors are convening an extraordinary general meeting to seek the approval of shareholders of the Company ("**Shareholders**") for the possible material dilution of the Company's shareholding interest in PT SIMP pursuant to the IPO and Proposed Listing of PT SIMP on the IDX (the "**Possible Material Dilution**").

The Board also wishes to announce that following the Proposed Listing (if proceeded with), with a view towards streamlining the corporate structure of the Group and in order to facilitate the upstreaming of dividends from PT SIMP to the Company, the Board is proposing that Indofood Oil & Fats Pte. Ltd. ("**IOFPL**") (which is a wholly-owned subsidiary of the Company) and the Company be amalgamated and continue as one company, with the Company as the amalgamated company ("**Amalgamated Company**"), pursuant to Section 215D(1) of the Companies Act (Cap. 50) (the "**Act**") (the "**Proposed Amalgamation**").

2. DESPATCH OF CIRCULAR

The Board wishes to announce that the Company has today despatched a circular dated 5 April 2011 (the "**Circular**") in relation to the Possible Material Dilution and the Proposed Amalgamation, to Shareholders.

The Circular contains information on the Possible Material Dilution and the Proposed Amalgamation as well as the Notice of the Extraordinary General Meeting (the "**EGM**") of the Company to be held at the Swissôtel Merchant Court Singapore, Merchant Court Ballroom, Section A, 20 Merchant Road, Singapore 058281 on 28 April 2011 at 4.30 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at

4.00 p.m. on the same day and at the same place, whichever is later). A copy of the Notice of EGM is attached to this Announcement.

Shareholders who do not receive the Circular within a week from the date hereof should contact the share registrar of the Company at the following address:-

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place
Singapore Land Tower #32-01
Singapore 048623

A copy of the Circular is available on the website of the SGX-ST at www.sgx.com.

Shareholders are requested to note the following important dates and times in respect of the EGM:-

Last date and time for lodgement of Proxy Form :	26 April 2011 at 4.30 p.m.
Date and time of Extraordinary General Meeting :	28 April 2011 at 4.30 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 4.00 p.m. on the same day and at the same place, whichever is later)
Place of Extraordinary General Meeting :	Swissôtel Merchant Court Singapore Merchant Court Ballroom, Section A 20 Merchant Road Singapore 058281

By Order of the Board of the Company

Mark Julian Wakeford
Chief Executive Officer and Executive Director

5 April 2011

NOTICE OF EXTRAORDINARY GENERAL MEETING

INDOFOOD AGRI RESOURCES LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200106551G)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Indofood Agri Resources Ltd. (the “**Company**”) will be held at Swissôtel Merchant Court Singapore, Merchant Court Ballroom, Section A, 20 Merchant Road, Singapore 058281 on Thursday, 28 April 2011 at 4.30 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 4.00 p.m. on the same day and at the same place, whichever is later) for the purpose of considering and, if thought fit, passing, with or without modifications, Resolution 1 as an ordinary resolution and Resolution 2 as a special resolution:

AS AN ORDINARY RESOLUTION

Resolution 1 : Approval of the Possible Material Dilution

THAT:

- (a) approval be and is hereby given for a material dilution of up to 20% of the Company’s shareholding interest in PT SIMP resulting from the issue by PT SIMP of the Offer Shares in connection with the IPO and Listing; and
- (b) the directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated by this Resolution.

AS A SPECIAL RESOLUTION

Resolution 2 : Approval of the Proposed Amalgamation

THAT contingent upon the passing of Resolution 1 and the completion of the IPO and Listing:

- (1) pursuant to Section 215D(1) of the Companies Act, the Company and Indofood Oil & Fats Pte. Ltd. (Company Registration No. 200613298W) (“**IOFPL**”), a wholly-owned subsidiary of the Company, be amalgamated and shall continue with the Company being the Amalgamated Company with effect from the date to be determined by the directors of the Company (“**Effective Date**”), on the terms that with effect from the Effective Date:-
 - (i) the shares of IOFPL be cancelled without payment or other consideration;
 - (ii) the Memorandum of Association of the Amalgamated Company shall be the same as the Memorandum of Association of the Company;
 - (iii) each of the directors of the Company and IOFPL is satisfied that the Amalgamated Company will be able to pay its debts as they fall due during the period of 12 months immediately after the Effective Date;
 - (iv) the following persons, being the existing directors of the Company, shall be the directors of the Amalgamated Company:
 - (a) Mr Lee Kwong Foo, Edward;
 - (b) Mr Lim Hock San;
 - (c) Mr Mark Julian Wakeford;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) Mr Moleonoto Tjang;
 - (e) Mr Gunadi;
 - (f) Mr Suaimi Suriady;
 - (g) Mr Tjhie Tje Fie;
 - (h) Mr Axton Salim;
 - (i) Mr Goh Kian Chee; and
 - (j) Mr Hendra Susanto;
- (v) all the property, rights and privileges of IOFPL shall be transferred to and vest in the Amalgamated Company, at their respective book values appearing in the audited accounts of IOFPL as of the Effective Date;
- (vi) all the liabilities and obligations of IOFPL shall be transferred to and become the liabilities and obligations of the Amalgamated Company;
- (vii) all proceedings pending by or against IOFPL may be continued by or against the Amalgamated Company; and
- (viii) any conviction, ruling, order or judgment in favour of or against IOFPL may be enforced by or against the Amalgamated Company; and
- (2) the directors of the Company be and are hereby authorised to exercise such discretions, to complete and do all such acts and things, including without limitation, to sign, seal and execute and deliver all such documents and deeds as they may in their absolute discretion deem necessary, expedient or desirable in connection with and/or for the purpose of effecting the Proposed Amalgamation between the Company and IOFPL in accordance with the provisions of the Companies Act.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 5 April 2011 (including supplements and modifications thereto).

BY ORDER OF THE BOARD
Indofood Agri Resources Ltd.

Mark Julian Wakeford
Chief Executive Officer and Executive Director
Singapore

5 April 2011

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) The instrument or form appointing a proxy, duly executed, must be deposited at the registered office of the Company at 8 Eu Tong Sen Street, #16-96/97 The Central, Singapore 059818 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.
- (3) In connection with the IPO and Listing, the Company also needs to obtain its Shareholders' approval for the Proposed Amalgamation by way of a special resolution.