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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)**

### **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 disclosures of PT Indofood Sukses Makmur Tbk (“Indofood”), a 50.1% owned subsidiary of First Pacific Company Limited:-**

- (i) Press release relating to Indofood’s bid for China Minzhong Food Corporation Limited which turns unconditional - filed with the Indonesia Stock Exchange and Singapore Stock Exchange;**
- (ii) Dealing Disclosure Announcement dated 4 September 2013 – filed with the Singapore Stock Exchange; and**
- (iii) Dealing Disclosure Announcement dated 2 September 2013 – filed with the Singapore Stock Exchange**

**Dated this the 4th day of September, 2013.**

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 CEO*

Edward A. Tortorici

Robert C. Nicholson

***Non-executive Directors:***

Anthoni Salim, *Chairman*

Benny S. Santoso

Tedy Djuhar

Napoleon L. Nazareno

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

Graham L. Pickles

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

Margaret Leung Ko May Yee, *SBS, JP*

Philip Fan Yan Hok

**UNOFFICIAL TRANSLATION**

No. 064/ISM/CS/IX/13

Jakarta, 4 September 2013

Indonesia Financial Services Authority  
(Ex. Capital Market and Financial Institution Supervisory Agency)  
Gedung Soemitro Djojohadikusumo  
Jl. Lapangan Banteng Timur No. 2-4,  
Jakarta 10710

**Attn.: Ir. Nurhaida, MBA, Executive Chairman**  
**Ms. Djustini Septiana, Director of Bureau of PKP – Real Sector**

PT Bursa Efek Indonesia  
Indonesia Stock Exchange Building, Tower 1, 4<sup>th</sup> Floor  
Jl. Jend. Sudirman Kav. 52-53, Jakarta 12190

**Attn.: Mr. Ito Warsito, President Director**  
**Mr. Hoesen, Director of Companies Appraisal**

PT Kustodian Sentral Efek Indonesia  
Indonesia Stock Exchange Building, Tower 1, 5<sup>th</sup> Floor  
Jl. Jend. Sudirman Kav.52-53, Jakarta 12190

**Attn.: Mr. Heri Sunaryadi, President Director**

**Re.: Public Disclosure of PT Indofood Sukses Makmur Tbk (the “Company”)**

Dear Sirs/Madam,

Following the Disclosure of PT Indofood Sukses Makmur Tbk (the “Company”), No. 063/ISM/CS/IX/13, regarding a tender offer for the remaining issued shares of China Minzhong Food Corporation Limited (“CMFC”) owned by the remaining shareholders, dated 2 September 2013, and to comply with the Capital Market and Financial Institutions Supervisory Agency (“Bapepam-LK”) Regulation No. X.K.1, Attachment of Decree of Bapepam-LK Chairman No.Kep 86/PM/1966 dated 24 January 1996 regarding Public Disclosure, as well as the Stock Exchange Regulation, hereby to announce that the Company has acquired CMFC’ shares through direct market purchases, hence the Company’s share ownership in CMFC is now more than 50%. As such, the Offer will be unconditional.

In regards to this matter, the Company will publish a press release as attached to the media.

Thank you for your kind attention.

Sincerely,  
**PT INDOFOOD SUKSES MAKMUR Tbk**

**Werianty Setiawan**  
**Director & Corporate Secretary**

C.c. PT Indonesia Capital Market Electronic Library

**Press Release**  
**(For Immediate Release)**

# **Indofood's bid for China Minzhong turns unconditional**

## **Highlights**

- **Indofood now controls more than 50% of China Minzhong**
- **Offer for China Minzhong at S\$1.12 per share turns unconditional**
- **Acquisition expected to generate long-term financial and strategic value for both Indofood and China Minzhong**

**Indonesia, 4 September 2013** – Indonesia's PT Indofood Sukses Makmur Tbk ("Indofood") announced on 4 September 2013, that it now owns, controls or has agreed to acquire more than 50% of Singapore-listed China Minzhong Food Corporation Limited ("CMFC"). Following the launch of a mandatory cash offer on 2 September 2013 for CMFC at a price of S\$1.12 per share (the "Offer") that valued CMFC at approximately S\$734 million, Indofood has acquired through direct market purchases, shares in CMFC, that has taken its stake in CMFC beyond 50%. As such, the Offer will be unconditional in all respects.

Prior to the announcement of the Offer, Indofood had owned, controlled or agreed to acquire approximately 33.49% of CMFC after having agreed to acquire, through married deals, 25.59 million shares in CMFC on 2 September 2013, which represented 3.9% of CMFC's total issued shares.

Indofood is confident that when completed, this offer will generate long-term financial and strategic value for both Indofood and China Minzhong, given the attractive growth potential of Indonesia and China.

## **Acquisition Rationale and Potential Synergies**

Indofood considers China Minzhong's business to be strategically complementary to Indofood's business and that various opportunities exist for strategic integration and synergies, including:

- Introduction of industrialised farming in Indonesia utilising the expertise and resources of both China Minzhong and Indofood, and potentially applying that expertise and those resources in other jurisdictions in Asia pursuant to a joint venture model or other arrangements
- Supply of instant noodles seasoning pack ingredients and other raw materials by China Minzhong to Indofood and its subsidiaries
- Potential sale and distribution of China Minzhong products in Indonesia, using Indofood's extensive distribution network in Indonesia
- Application of China Minzhong's business model to certain of Indofood group's business operations in Indonesia, in particular to strengthen Indofood's supply chain and expand its product portfolio



- Strategic cooperation in supply chain and product distribution in the markets of China and Indonesia
- Leveraging on Indofood's strengths including financial, management knowledge, and expertise to further improve CMFC's operations
- Supporting CMFC's future investment and expansion plans with Indofood's financial backing and further enhancing CMFC's ability to tap debt & equity capital markets
- Enhancing CMFC's financial performance by expanding CMFC's international market presence to one of the fastest growing economies, Indonesia, through:
  - ✓ Leveraging on Indofood's marketing expertise and distribution network for CMFC's consumer branded products
  - ✓ Knowledge transfer from Indofood to set up distribution network in China for CMFC to carry out vertical downstream integration and capture a larger share of the food & agricultural value chain
  - ✓ Expanding CMFC's product portfolio by distributing and selling ICBP products
- Replicating CMFC's business model on industrial and conventional farming in Indonesia
- Realization of strategic integration benefits and other synergies sought to be achieved by Indofood would be beneficial for Indofood's parent, First Pacific Company Limited ("First Pacific")

Indofood believes its acquisition of a controlling interest in China Minzhong would be mutually beneficial to both Indofood and China Minzhong and would accelerate China Minzhong's growth and development by broadening China Minzhong's exposure to new and existing markets.

Commenting on the Offer, President Director and CEO of Indofood, Anthoni Salim said: "As a leading Total Food Solutions company with operations in all stages of food manufacturing, China Minzhong's integrated cultivation and processing capabilities provides a strategic fit to our business development. We could leverage on their business model, technology and expertise to strengthen our supply chain and expand our product portfolios. We believe that this strategic acquisition will be mutually beneficial to both Indofood and China Minzhong."

#### **Confidence in CMFC**

Indofood has taken all necessary steps to ensure that its investment in CMFC is prudent, including the conduct of due diligence prior to its initial investment in February 2013. Indofood is confident that the due diligence that it conducted was sufficient to provide comfort over its investment.

Following the allegations, till date, the auditors of CMFC have not withdrawn any of its audit opinion on CMFC's past audited financials.

In response to the recent allegations made against CMFC, Indofood has noted the detailed point-by-point rebuttals of the allegations, released by CMFC on SGX on 1 September 2013 and 3 September 2013, where it has specifically addressed the allegations in detail and has provided substantiation of facts. Indofood is satisfied with CMFC's rebuttals of the allegations and finds the rebuttals to be consistent with Indofood's due diligence findings and analysis.

Despite the allegations, CMFC has remained transparent and open in their communication with the investor public, with clear analysis and discussion of their operating performance in their results announcement even as it strives to prepare the first rebuttal under intense time pressure. This is in line with Indofood's policy of making timely disclosures to the investor public and also indicative of CMFC and its management's ability to operate and thrive under adverse conditions.

It is clear that the intention of the recent allegations is to benefit from the decline in CMFC's share price as the issuer of the malicious report has stated clearly that they maintain a short-sell in CMFC.

**Well-considered Investment that creates value for all**

Indofood's decision to increase its shareholdings and making a general offer for CMFC is a well-considered investment decision.

Since the strategic alliance formed between Indofood and China Minzhong in February 2013 that laid the foundations for strategic business collaboration between the 2 companies, Indofood has been contemplating the forging of a closer relationship between the 2 companies. Preparation for the Offer commenced long before the allegations were made. Despite the recent artificial depression of CMFC's share price, Indofood believes in according all CMFC shareholders with equal treatment by offering the same price that Indofood had paid in its previous acquisition of CMFC's shares.

\*\*\* END \*\*\*

*The directors of Indofood (including those who may have delegated detailed supervision of this press release) jointly and severally accept responsibility and have taken all reasonable care to ensure that the facts stated and opinions expressed in this press release are fair and accurate and that there are no other material facts not contained in this press release, the omission of which would make any statement in this press release misleading. Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from CMFC, the sole responsibility of the directors of Indofood has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this press release.*

**MISCELLANEOUS :: PRESS RELEASE - MANDATORY CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF PT INDOFOOD SUKSES MAKMUR TBK FOR CHINA MINZHONG FOOD CORPORATION LIMITED - OFFER UNCONDITIONAL**




\* Asterisks denote mandatory information

<b>Name of Announcer *</b>	UOB KAY HIAN PRIVATE LIMITED
<b>Company Registration No.</b>	197000447W
<b>Announcement submitted on behalf of</b>	PT INDOFOOD SUKSES MAKMUR TBK
<b>Announcement is submitted with respect to *</b>	CHINA MINZHONG FOOD CORP LTD
<b>Announcement is submitted by *</b>	DING HOCK CHAI
<b>Designation *</b>	EXECUTIVE DIRECTOR
<b>Date &amp; Time of Broadcast</b>	04-Sep-2013 02:59:53
<b>Announcement No.</b>	00002

**>> ANNOUNCEMENT DETAILS**

The details of the announcement start here ...

<b>Announcement Title *</b>	PRESS RELEASE - MANDATORY CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF PT INDOFOOD SUKSES MAKMUR TBK FOR CHINA MINZHONG FOOD CORPORATION LIMITED - OFFER UNCONDITIONAL
<b>Description</b>	PLEASE SEE ATTACHED.
<b>Attachments</b>	<p> <a href="#">Press_Release_Offer_Unconditional.pdf</a></p> <p>Total size =331K (2048K size limit recommended)</p>

**Press Release**  
**(For Immediate Release)**

# **Indofood's bid for China Minzhong turns unconditional**

## **Highlights**

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Prior to the announcement of the Offer, Indofood had owned, controlled or agreed to acquire approximately 33.49% of CMFC after having agreed to acquire, through married deals, 25.59 million shares in CMFC on 2 September 2013, which represented 3.9% of CMFC's total issued shares.

Indofood is confident that when completed, this offer will generate long-term financial and strategic value for both Indofood and China Minzhong, given the attractive growth potential of Indonesia and China.

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Indofood considers China Minzhong's business to be strategically complementary to Indofood's business and that various opportunities exist for strategic integration and synergies, including:

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- Application of China Minzhong's business model to certain of Indofood group's business operations in Indonesia, in particular to strengthen Indofood's supply chain and expand its product portfolio
- Strategic cooperation in supply chain and product distribution in the markets of China and Indonesia

- Leveraging on Indofood's strengths including financial, management knowledge, and expertise to further improve CMFC's operations
- Supporting CMFC's future investment and expansion plans with Indofood's financial backing and further enhancing CMFC's ability to tap debt & equity capital markets
- Enhancing CMFC's financial performance by expanding CMFC's international market presence to one of the fastest growing economies, Indonesia, through:
  - ✓ Leveraging on Indofood's marketing expertise and distribution network for CMFC's consumer branded products
  - ✓ Knowledge transfer from Indofood to set up distribution network in China for CMFC to carry out vertical downstream integration and capture a larger share of the food & agricultural value chain
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- Realization of strategic integration benefits and other synergies sought to be achieved by Indofood would be beneficial for Indofood's parent, First Pacific Company Limited ("First Pacific")

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Commenting on the Offer, President Director and CEO of Indofood, Anthoni Salim said: "As a leading Total Food Solutions company with operations in all stages of food manufacturing, China Minzhong's integrated cultivation and processing capabilities provides a strategic fit to our business development. We could leverage on their business model, technology and expertise to strengthen our supply chain and expand our product portfolios. We believe that this strategic acquisition will be mutually beneficial to both Indofood and China Minzhong."

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**\*\*\* END \*\*\***

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### **About PT Indofood Sukses Makmur Tbk**

PT Indofood Sukses Makmur Tbk ("Indofood") (IDX : INDF) is a leading Total Food Solutions company with operations in all stages of food manufacturing from the production of raw materials and their processing through to consumer products on the market.

Indofood operates four complementary Strategic Business Groups ("Group"), namely:

- Consumer Branded Products, its business activities are conducted by PT Indofood CBP Sukses Makmur Tbk ("ICBP"), which was listed on Indonesia Stock Exchange ("IDX") since 7 October 2010. ICBP is one of the leading packaged food producers in Indonesia, with a wide range of packaged food products. ICBP brands are among the strongest brands with the most significant mindshare in Indonesia for consumer food brands.
- Bogasari, primarily a producer of wheat flour as well as pasta. Its business operations are supported by shipping and packaging units.
- Agribusiness. The Group is led by Indofood Agri Resources Ltd. ("IndoAgri"), listed on the Singapore Stock Exchange. Both of IndoAgri's two operating subsidiaries PT Salim Ivomas Pratama Tbk and PT PP London Sumatra Indonesia Tbk are listed on the IDX. The Group's business principal activities range from research and development, seed breeding, oil palm cultivation and milling; as well as the production and marketing of branded cooking oils, margarine and shortening. In addition, the Group is also involved in the cultivation and processing of rubber, sugar cane as well as other crops.
- Distribution, which boasts the most extensive distribution network in Indonesia. It distributes the majority of Indofood's and its subsidiaries' consumer products as well as third-party products.

### **For further information, please contact:**

Werianty Setiawan

Director & Corporate Secretary

**PT Indofood Sukses Makmur Tbk**

Tel : +62 21 5795 8822 ext. 1215

Fax: +62 21 5793 7373

Email: [werianty@indofood.co.id](mailto:werianty@indofood.co.id)

**MISCELLANEOUS :: MANDATORY CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF PT INDOFOOD SUKSES MAKMUR TBK FOR CHINA MINZHONG FOOD CORPORATION LIMITED - DEALINGS DISCLOSURE AND OFFER UNCONDITIONAL**




\* Asterisks denote mandatory information

<b>Name of Announcer *</b>	UOB KAY HIAN PRIVATE LIMITED
<b>Company Registration No.</b>	197000447W
<b>Announcement submitted on behalf of</b>	PT INDOFOOD SUKSES MAKMUR TBK
<b>Announcement is submitted with respect to *</b>	CHINA MINZHONG FOOD CORP LTD
<b>Announcement is submitted by *</b>	DING HOCK CHAI
<b>Designation *</b>	EXECUTIVE DIRECTOR
<b>Date &amp; Time of Broadcast</b>	04-Sep-2013 02:54:45
<b>Announcement No.</b>	00001

**>> ANNOUNCEMENT DETAILS**

The details of the announcement start here ...

<b>Announcement Title *</b>	MANDATORY CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF PT INDOFOOD SUKSES MAKMUR TBK FOR CHINA MINZHONG FOOD CORPORATION LIMITED - DEALINGS DISCLOSURE AND OFFER UNCONDITIONAL
<b>Description</b>	PLEASE SEE ATTACHED.
<b>Attachments</b>	<p> <a href="#">Dealings Disclosure And Unconditional Annct 040913.pdf</a></p> <p>Total size =83K (2048K size limit recommended)</p>

## MANDATORY CASH OFFER

by

**UOB Kay Hian**

**UOB KAY HIAN PRIVATE LIMITED**  
(Company Registration No.: 197000447W)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**Indofood**  
THE SYMBOL OF QUALITY FOODS

**PT INDOFOOD SUKSES MAKMUR TBK**  
(Incorporated in Indonesia)

to acquire all the issued and paid-up ordinary shares in the capital of

**CHINA MINZHONG FOOD CORPORATION LIMITED**  
(Company Registration No.: 200402715N)  
(Incorporated in the Republic of Singapore)

other than those Shares owned, controlled or agreed to be acquired  
by the Offeror as at the date of the Offer

## DEALINGS DISCLOSURE ANNOUNCEMENT

### 1. INTRODUCTION

UOB Kay Hian Private Limited ("**UOBKH**") refers to the announcement dated 2 September 2013 (the "**Announcement**") made by UOBKH, for and on behalf of PT Indofood Sukses Makmur Tbk (the "**Offeror**"), in relation to the mandatory conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of China Minzhong Food Corporation Limited (the "**Company**"), other than those Shares held by the Company as treasury shares and those Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Announcement, unless otherwise expressly stated or the context otherwise requires.

### 2. DEALINGS

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the "**Code**"), UOBKH, for and on behalf of the Offeror, wishes to announce the following acquisition (the "**Dealing**") of Shares by the Offeror on 3 September 2013:

(i) Total number of Shares acquired	49,365,000
(ii) Percentage of Shares acquired	(a) 7.53% of total issued Shares <sup>(1)</sup> (b) 7.47% of the maximum potential issued share capital of the Company <sup>(2)(3)</sup>
(iii) Price per Share acquired (excluding brokerage commission, clearing fees and Goods and Services Tax)	S\$1.12 per Share
(iv) Resultant total number of Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and persons acting in concert with it	338,355,382
(v) Percentage of Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and persons acting in concert with it	(a) 51.62% of total issued Shares (b) 51.22% of the maximum potential issued share capital of the Company <sup>(2)(3)</sup>

### 3. UNCONDITIONAL OFFER

UOBKH, for and on behalf of the Offeror, wishes to announce that the Dealing has resulted in the Offeror and persons acting in concert with it holding such number of Shares carrying more than 50% of the voting rights attributable to the maximum potential issued share capital of the Company<sup>(3)</sup>. **Accordingly, the Offer (when made pursuant to the Offer Document) will be unconditional in all respects.**

### 4. OFFER DOCUMENT

The Offer Document setting out the terms and conditions of the Offer and enclosing the relevant form(s) of acceptance will be despatched to holders of the Offer Shares not earlier than 14 days and not later than 21 days from the Offer Announcement Date. Information on the closing date of the Offer and the procedures for the acceptance of the Offer will be set out in the Offer Document.

<sup>1</sup> In this Announcement, unless otherwise stated, all references to the total number of Shares shall be to 655,439,000 Shares as reflected in the Bizfile search extracted from the Accounting and Corporate Regulatory Authority of Singapore on 30 August 2013.

<sup>2</sup> In this Announcement, references to the maximum potential issued share capital of the Company are based on (a) 655,439,000 Shares as at 30 August 2013, and (b) 5,140,000 outstanding options as at 30 June 2013 disclosed in the Company's results announcement for the financial year ended 30 June 2013.

<sup>3</sup> The phrase "**maximum potential issued share capital of the Company**" means the total number of Shares which would be in issue had all the Options been validly exercised, vested or released (as the case may be) as at the date of such declaration.



Shareholders are advised to exercise caution and seek appropriate independent advice when dealing in the Shares.

## 5. DISCLOSURE OF INTEREST

- (a) **Acceptances of the Offer.** As at the date hereof, the Offer has not been opened for acceptance as the Offer Document has yet to be despatched to holders of the Offer Shares. Accordingly, no acceptances of the Offer have been received by the Offeror.
- (b) **Shares held on or before the Offer Announcement Date.** As at the Offer Announcement Date, the Offeror and parties acting in concert with it collectively own, control, or have agreed to acquire an aggregate of 219,525,382 Shares, representing approximately 33.49% of total issued Shares.
- (c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.00 p.m. on 3 September 2013.** Following the Offer Announcement Date and up to 5.00 p.m. on 3 September 2013, save for the acquisition by the Offeror of 118,830,000 Shares, representing approximately 18.13% of total issued Shares, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares.

Accordingly, as at 5.00 p.m. on 3 September 2013, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it, and (b) valid acceptances to the Offer, amount to an aggregate of 338,355,382 Shares, representing approximately 51.62% of total issued Shares and approximately 51.22% of the maximum potential issued share capital of the Company.

## 6. RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by

**UOB KAY HIAN PRIVATE LIMITED**

For and on behalf of  
**PT Indofood Sukses Makmur Tbk**  
4 September 2013

**MISCELLANEOUS :: MANDATORY CONDITIONAL CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF PT INDOFOOD SUKSES MAKMUR TBK FOR CHINA MINZHONG FOOD CORPORATION LIMITED - DEALINGS DISCLOSURE**


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\* Asterisks denote mandatory information

<b>Name of Announcer *</b>	UOB KAY HIAN PRIVATE LIMITED
<b>Company Registration No.</b>	197000447W
<b>Announcement submitted on behalf of</b>	PT INDOFOOD SUKSES MAKMUR TBK
<b>Announcement is submitted with respect to *</b>	CHINA MINZHONG FOOD CORP LTD
<b>Announcement is submitted by *</b>	DING HOCK CHAI
<b>Designation *</b>	EXECUTIVE DIRECTOR
<b>Date &amp; Time of Broadcast</b>	02-Sep-2013 21:33:31
<b>Announcement No.</b>	00189

**>> ANNOUNCEMENT DETAILS**

The details of the announcement start here ...

<b>Announcement Title *</b>	MANDATORY CONDITIONAL CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF PT INDOFOOD SUKSES MAKMUR TBK FOR CHINA MINZHONG FOOD CORPORATION LIMITED - DEALINGS DISCLOSURE
<b>Description</b>	PLEASE SEE ATTACHED
<b>Attachments</b>	 <a href="#">Dealings_Disclosure_Annct_020913.pdf</a> Total size =32K (2048K size limit recommended)

## MANDATORY CONDITIONAL CASH OFFER

by

**UOBKayHian**

**UOB KAY HIAN PRIVATE LIMITED**

(Company Registration No.: 197000447W)

(Incorporated in the Republic of Singapore)

for and on behalf of

**Indofood**  
THE SYMBOL OF QUALITY FOODS

**PT INDOFOOD SUKSES MAKMUR TBK**

(Incorporated in Indonesia)

to acquire all the issued and paid-up ordinary shares in the capital of

**CHINA MINZHONG FOOD CORPORATION LIMITED**

(Company Registration No.: 200402715N)

(Incorporated in the Republic of Singapore)

other than those Shares owned, controlled or agreed to be acquired  
by the Offeror as at the date of the Offer

## DEALINGS DISCLOSURE ANNOUNCEMENT

### 1. INTRODUCTION

UOB Kay Hian Private Limited ("**UOBKH**") refers to the announcement dated 2 September 2013 (the "**Announcement**") made by UOBKH, for and on behalf of PT Indofood Sukses Makmur Tbk (the "**Offeror**"), in relation to the mandatory conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of China Minzhong Food Corporation Limited (the "**Company**"), other than those Shares held by the Company as treasury shares and those Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Announcement, unless otherwise expressly stated or the context otherwise requires.

### 2. DEALINGS

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the "**Code**"), UOBKH, for and on behalf of the Offeror, wishes to announce the following acquisition of Shares by the Offeror on 2 September 2013:

(i)	Total number of Shares acquired	69,465,000
(ii)	Percentage of Shares acquired	10.60% of total issued Shares <sup>1</sup>
(iii)	Price per Share acquired (excluding brokerage commission, clearing fees and Goods and Services Tax)	S\$1.12 per Share
(iv)	Resultant total number of Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and persons acting in concert with it	288,990,382
(v)	Percentage of Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and persons acting in concert with it	44.09% of the total issued Shares <sup>1</sup>

### 3. RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by

**UOB KAY HIAN PRIVATE LIMITED**

For and on behalf of  
**PT Indofood Sukses Makmur Tbk**  
 2 September 2013

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<sup>1</sup> In this Announcement, unless otherwise stated, all references to the total number of Shares shall be to 655,439,000 Shares as reflected in the Bizfile search extracted from the Accounting and Corporate Regulatory Authority of Singapore on 30 August 2013.