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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 1,190,000,000 COMMON SHARES AND SUBSCRIPTION TO 200,000,000 REDEEMABLE PREFERRED SHARES IN AXELUM RESOURCES CORP. BY METRO PACIFIC AGRO VENTURES, INC.

The Company refers to the announcements made on 7 and 21 February 2023 relating to the entering into of the SPA and subscription agreement to acquire 1,190,000,000 common shares and subscription of 200,000,000 redeemable preferred shares of ARC. The Company hereby announces the following amendments to the Transactions on 19 December 2023.

Whilst the total highest consideration for the Transactions (SPA and subscription of primary shares) payable by the Group will remain unchanged at approximately Pesos 5.32 billion (equivalent to approximately US\$97.5 million or HK\$760.1 million), or approximately Pesos 3.83 per share (equivalent to approximately US\$0.07 or HK\$0.55 per share), the basis for payment of consideration under the SPA has been amended to be on installments to the effect an initial payment of Pesos 3.37 billion (equivalent to approximately US\$61.7 million or HK\$481.5 million) would be payable on or around 22 December 2023, with additional payments payable upon achievement of certain EBITDA milestones up to the original purchase price under the original SPA. The amendments in relation to the payment by installments under the SPA were agreed following arms' length negotiations of the parties. For the avoidance of doubt, an amount of Pesos 0.5 billion (equivalent to approximately US\$9.2 million or HK\$71.4 million) will be payable for the redeemable preferred shares also on or around 22 December 2023, which is not subject to the EBITDA milestones referred to above.

The parties also agreed to an extension of the settlement date of the SPA and the subscription agreement to 15 January 2024.

The other terms of the Transactions as disclosed in the February announcements and information disclosed under the heads of (i) Reasons For and Benefits of the Transactions (including Directors' views); (ii) Information on the Company; (iii) Information on ARC; (iv) Information on MPIC, save for the Group's indirect economic interest in MPIC increased to 46.2% and MPIC has delisted from the PSE; (v) Information on the Sellers; (vi) Information on the Purchaser; and (vii) Listing Rules Implications remain unchanged.

Reference is made to the announcement made by First Pacific Company Limited (the "**Company**") on 7 and 21 February 2023 (the "**February announcements**"). Capitalized terms referred to herein shall have meanings ascribed to them in the February announcements.

On 7 February 2023, the Company announced that on 6 February 2023, the Purchaser, a wholly-owned subsidiary of MPIC (a Philippine affiliate of the Company in which the Group indirectly holds a 46.2% economic interest), entered into the SPA, pursuant to which the Purchaser agreed to purchase, and the Sellers agreed to sell, the Sale Shares (representing approximately 31.33% of the total issued common share capital of ARC) for an aggregate consideration of Pesos 4.82 billion (equivalent to approximately US\$88.3 million or HK\$688.7 million), payable in full in cash on Completion. On the same day, the Purchaser and ARC also entered into an Agreement to Subscribe, pursuant to which the Purchaser agreed to subscribe, and ARC agreed to issue the Subscription Shares for a total consideration of Pesos 0.5 billion (equivalent to approximately US\$9.2 million or HK\$71.4 million), payable in full in cash on Completion. On Completion and subject to securing regulatory approvals, the Purchaser will have a voting interest constituting approximately 34.76% of the total issued and outstanding capital stock of ARC.

The Company announces that amendments have been made to the Transactions on 19 December 2023, material terms of which are summarized below:

The total highest consideration for the Transactions (SPA and subscription of primary shares) payable by the Group will remain unchanged at approximately Pesos 5.32 billion (equivalent to approximately US\$97.5 million or HK\$760.1 million), or approximately Pesos 3.83 per share (equivalent to approximately US\$0.07 or HK\$0.55 per share).

However, the basis for payment of consideration under the SPA has been amended to be on installments to the effect an initial payment of Pesos 3.37 billion (equivalent to approximately US\$61.7 million or HK\$481.5 million) would be payable on or around 22 December 2023, with additional payments payable upon achievement of certain EBITDA milestones up to the original purchase price under the original SPA. The amendments in relation to the payment by installments under the SPA were agreed following arms'

length negotiations of the parties. For the avoidance of doubt, an amount of Pesos 0.5 billion (equivalent to approximately US\$9.2 million or HK\$71.4 million) will be payable for the redeemable preferred shares also on or around 22 December 2023, which is not subject to the EBITDA milestones referred to above.

The parties also agreed to an extension of the settlement date of the SPA and the subscription agreement to 15 January 2024.

The other terms of the Transactions as disclosed in the February announcements and information disclosed under the heads of (i) Reasons For and Benefits of the Transactions (including Directors' views); (ii) Information on the Company; (iii) Information on ARC; (iv) Information on MPIC, save for the Group's indirect economic interest in MPIC increased to 46.2% and MPIC has delisted from the PSE; (v) Information on the Sellers; (vi) Information on the Purchaser; and (vii) Listing Rules Implications remain unchanged.

In this announcement, unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of Pesos 54.59 = US\$1.00 = HK\$7.80. Percentages and figures expressed in billions and millions have been rounded.

By Order of the Board
First Pacific Company Limited
Chiu Wing Man, Fiona
General Counsel and Company Secretary

Hong Kong, 19 December 2023

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

Non-executive Directors:

Anthoni Salim, *Chairman*
Benny S. Santoso
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