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## **FIRST PACIFIC COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00142)**

### **ANNOUNCEMENT CONTINUING CONNECTED TRANSACTIONS**

Shareholders are referred to the Company's announcement dated 13th September, 2005 relating to continuing connected transactions and, in particular, the sections headed "Transactions relating to the Noodle Business of the Indofood Group" and "Transactions relating to the Distribution Business of the Indofood Group".

#### **Transactions relating to the noodle business of the Indofood Group**

The section headed "Transactions relating to the Noodle Business of the Indofood Group" sets out a series of related continuing connected transactions in respect of Indofood's noodle business, which were estimated to amount in aggregate to approximately US\$25.1 million for the year ended 31st December, 2005. These transactions principally involve the provision of raw materials or finished and packaging products, the provision of technical services and the licensing of related trademarks to connected persons.

That section of the Company's 13th September, 2005 announcement includes details of the FID-DUFIL Transactions and the CKA-DUFIL Transactions. The Board now announces that the individual caps of US\$8.0 million for the FID-DUFIL Transactions and US\$2.2 million for the CKA-DUFIL Transactions described in the 13th September, 2005 announcement have been exceeded. Accordingly, the Company is required under Rule 14A.36(1) of the Listing Rules to comply with the requirements under Chapter 14A of the Listing Rules in relation to each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions. The overall cap for transactions relating to the noodle business of the Indofood Group for the financial year ended 31st December, 2005, of US\$25.1 million, has however not been exceeded.

Based on the maximum aggregate values of each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions for the financial year ended 31st December, 2005, each of the percentage ratios (as defined in the Listing Rules) in respect of each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions is less than 2.5%, with the profits and equity capital ratios not being applicable. Accordingly, each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions are subject to the reporting and announcement but not independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) consider that the terms of the FID-DUFIL Transactions and the CKA-DUFIL Transactions referred to in this announcement are fair and reasonable and that they are in the best interests of the Company, Indofood and their respective shareholders.

The Company acknowledges that the caps for each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions for the financial year ended 31st December, 2005 having been exceeded constitutes a breach of the Listing Rules. The Stock Exchange reserves its rights to take further actions against the Company and/or its directors as a result of such breach.

#### **Transactions relating to the distribution business of the Indofood Group**

The section headed "Transactions relating to the Distribution Business of the Indofood Group" sets out a series of related continuing connected transactions in respect of Indofood's distribution business, which were estimated to amount in aggregate to approximately US\$18.7 million for the year ended 31st December, 2005. These transactions principally involve the distribution by Indofood's subsidiary, IAP, of biscuits, foodstuffs, beverages and other consumer products for or through connected persons.

That section of the Company's 13th September, 2005 announcement includes details of the IAP-LS Transactions. The Board now announces that the individual cap of US\$4.3 million for the IAP-LS Transactions described in the 13th September, 2005 announcement has been exceeded. Accordingly, the Company is required under Rule 14A.36(1) of the Listing Rules to comply with the requirements under Chapter 14A of the Listing Rules in relation to the IAP-LS Transactions. The overall cap for transactions relating to the distribution business of the Indofood Group for the financial year ended 31st December, 2005, of US\$18.7 million, has however not been exceeded.

Based on the maximum aggregate values of the IAP-LS Transactions for the financial year ended 31st December, 2005, each of the percentage ratios (as defined in the Listing Rules) is less than 2.5%, with the profits and equity capital ratios not being applicable. Accordingly, the IAP-LS Transactions are subject to the reporting and announcement but not independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) consider that the terms of the IAP-LS Transactions referred to in this announcement are

fair and reasonable and that they are in the best interests of the Company, Indofood and their respective shareholders.

The Company acknowledges that the cap for the IAP-LS Transactions for the financial year ending 31st December, 2005 having been exceeded constitutes a breach of the Listing Rules. The Stock Exchange reserves its rights to take further actions against the Company and/or its directors as a result of such breach.

## **PREVIOUS CONTINUING CONNECTED TRANSACTIONS ANNOUNCEMENT**

Reference is made to the Company's announcement dated 13th September, 2005 (the "**September Announcement**") in respect of continuing connected transactions entered, or to be entered, into by the Company during the financial year ended 31st December, 2005.

### **THE TRANSACTIONS**

#### **(A) TRANSACTIONS RELATING TO THE NOODLE BUSINESS OF THE INDOFOOD GROUP: THE FID-DUFIL TRANSACTIONS AND THE CKA-DUFIL TRANSACTIONS**

##### **Details of the FID-DUFIL Transactions and the CKA-DUFIL Transactions**

Shareholders are referred in particular to the section of the September Announcement headed "TRANSACTIONS RELATING TO THE NOODLE BUSINESS OF THE INDOFOOD GROUP". This section sets out a series of related continuing connected transactions in respect of Indofood's noodle business, which were estimated to amount in aggregate to approximately US\$25.1 million for the year ended 31st December, 2005. These transactions principally involve the provision of raw materials or finished and packaging products, the provision of technical services and the licensing of related trademarks to connected persons. That section of the September Announcement includes details of the following transactions:

- (a) transactions entered into between FID, the food ingredients division of Indofood, and DUFIL, an associate of the Salim Family (the "**FID-DUFIL Transactions**"); and
- (b) transactions entered into between CKA, a member of the Indofood Group and DUFIL, (the "**CKA-DUFIL Transactions**").

The Board announces that the individual caps of US\$8.0 million for the FID-DUFIL Transactions and US\$2.2 million for the CKA-DUFIL Transactions described in the September Announcement have been exceeded by an amount of US\$0.2 million and US\$1.1 million respectively as at 31st December, 2005, such figures having been estimated and provided by Indofood to the Company and subject to review by Indofood's auditors. In the event that there are any material changes to these figures, the Company will make a further announcement, as necessary and applicable. Accordingly, the Company is

required under Rule 14A.36(1) of the Listing Rules to comply with the requirements under Chapter 14A of the Listing Rules in relation to each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions. The overall cap for transactions relating to the noodle business of the Indofood Group for the financial year ended 31st December, 2005 as detailed in the September Announcement, of US\$25.1 million, has however not been exceeded.

The Company acknowledges that the caps for each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions for the financial year ended 31st December, 2005 having been exceeded constitutes a breach of the Listing Rules. The Stock Exchange reserves its rights to take further actions against the Company and/or its directors as a result of such breach.

### **Reasons for the FID-DUFIL Transactions and the CKA-DUFIL Transactions**

The FID-DUFIL Transactions and the CKA-DUFIL Transactions were entered into with DUFIL to ensure that the instant noodle products produced by DUFIL under the Indofood Group's brands are of a high quality standard such as to enable the Indofood Group to build brand equity in Nigeria and, possibly over the long term, in Africa.

The individual caps for the FID-DUFIL Transactions and CKA-DUFIL Transactions were exceeded for the financial year ended 31st December, 2005 mainly due to the significant increase of sales volume of DUFIL beyond expectation. In addition, starting from October 2005, DUFIL has launched products with new flavours that have been accepted well by consumers. DUFIL has also invested in new lines of machinery, which in turn increased the requirement by DUFIL for noodle seasonings from FID and packaging material from CKA over and above previous sales projections.

### **Listing Rules implications of the CKA-DUFIL Transactions**

As disclosed in the September Announcement, the CKA-DUFIL Transactions constitute continuing connected transactions under Rule 14A.14 of the Listing Rules as:-

- (i) Mr. Anthoni Salim is the Chairman and substantial shareholder of the Company and the President Director & CEO of Indofood; and
- (ii) DUFIL is an associate of the Salim Family, of which Mr. Anthoni Salim is a member.

Based on the maximum aggregate values of each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions for the financial year ended 31st December, 2005, each of the percentage ratios (as defined in the Listing Rules) in respect of each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions is less than 2.5%, with the profits and equity capital ratios not being applicable. Accordingly, each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions are subject to the reporting and announcement but

not independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

**(B) TRANSACTIONS RELATING TO THE DISTRIBUTION BUSINESS OF THE INDOFOOD GROUP: IAP-LS TRANSACTIONS**

**Details of the IAP-LS Transactions**

Shareholders are referred in particular to the section of the September Announcement headed "TRANSACTIONS RELATING TO THE DISTRIBUTION BUSINESS OF THE INDOFOOD GROUP". This section sets out a series of related continuing connected transactions relating to Indofood's distribution business, which were estimated to amount in aggregate to approximately US\$18.7 million for the year ended 31st December, 2005. These transactions principally involve the distribution by Indofood's subsidiary, IAP, of biscuits, foodstuffs, beverages and other consumer products for or through connected persons. That section of the September Announcement includes details of such transactions entered into between IAP, a subsidiary of Indofood, and LS, an associate of the Salim Family (the "IAP-LS Transactions").

The Board announces that the individual cap of US\$4.3 million for the IAP-LS Transactions described in the September Announcement has been exceeded by an amount of US\$0.3 million as at 31st December, 2005, such figures having been estimated and provided by Indofood to the Company and subject to review by Indofood's auditors. In the event that there are any material changes to these figures, the Company will make a further announcement, as necessary and applicable. Accordingly, the Company is required under Rule 14A.36(1) of the Listing Rules to comply with the requirements under Chapter 14A of the Listing Rules in relation to the IAP-LS Transactions. The overall cap for transactions relating to the distribution business of the Indofood Group for the financial year ended 31st December, 2005 as detailed in the September Announcement, of US\$18.7 million, has however not been exceeded.

The Company acknowledges that the cap for the IAP-LS Transactions for the financial year ending 31st December, 2005 having been exceeded constitutes a breach of the Listing Rules. The Stock Exchange reserves its rights to take further actions against the Company and/or its directors as a result of such breach.

**Reasons for the IAP-LS Transactions**

The transactions were entered into with LS to increase sales turnover and earn additional margin on the products sold by the Indofood Group, as well as to diversify the product portfolio of the Indofood Group.

The individual cap for the IAP-LS Transactions was exceeded for the financial year ended 31st December, 2005 due to the intensive promotion activities launched by certain principals and the opening of 5 new stores by LS in 2005, which in turn increased the distribution volume of consumer products to LS by IAP.

### **Listing Rules implications of the IAP-LS Transactions**

As disclosed in the September Announcement, the IAP-LS Transactions constitute continuing connected transactions under Rule 14A.14 of the Listing Rules as:–

- (i) Mr. Anthoni Salim is the Chairman and substantial shareholder of the Company and the President Director & CEO of Indofood; and
- (ii) LS is an associate of the Salim Family, of which Mr. Anthoni Salim is a member.

Based on the maximum aggregate values of the IAP-LS Transactions for the financial year ended 31st December, 2005, each of the percentage ratios (as defined in the Listing Rules) is less than 2.5%, with the profits and equity capital ratios not being applicable. Accordingly, the IAP-LS Transactions are subject to the reporting and announcement but not independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

### **VIEWS OF THE DIRECTORS**

The Directors (including the independent non-executive Directors) consider that the terms of each of the Transactions referred to in this announcement are fair and reasonable and that they are in the best interests of the Company, Indofood and their respective shareholders.

### **INFORMATION IN RESPECT OF THE COUNTERPARTIES**

DUFIL, being the counterparty to each of the FID-DUFIL Transactions and the CKA-DUFIL Transactions, is engaged in the manufacturing and marketing of instant noodles in Nigeria.

LS, being the counterparty to the IAP-LS Transactions, is engaged in operating supermarkets in certain major cities in Indonesia.

### **INFORMATION IN RESPECT OF THE COMPANY AND INDOFOOD**

The Company is a Hong Kong based investment and management company with operations located in Southeast Asia. The Company's principal business interests relate to Telecommunications and Consumer Food Products.

Indofood is the leading processed-foods group in Indonesia. It is based in Jakarta, and is listed on the Jakarta and Surabaya Stock Exchanges. Noodles, flour and edible oils & fats are the principal businesses of Indofood. It also has interests in food seasonings, snack foods, baby foods, distribution and packaging businesses.

### **DEFINITIONS**

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|-------------|---|
| “associate” | has the meaning ascribed thereto under the Listing Rules; |
| “Board”     | board of directors;                                       |
| “CKA”       | PT Ciptakemas Abadi, a member of the Indofood Group;      |

“Company”	First Pacific Company Limited, a company incorporated in Bermuda with limited liability and having its shares listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“DUFIL”	De United Food Industries Ltd., an associate of the Salim Family;
“FID”	the food ingredients division of Indofood;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“IAP”	PT Indomarco Adi Prima, a member of the Indofood Group;
“Indofood”	PT Indofood Sukses Makmur Tbk, a company incorporated in Indonesia, and a 51.5 per cent. owned subsidiary of the Company;
“Indofood Group”	Indofood and its subsidiaries from time to time;
“LS”	PT Lion Superindo, an associate of the Salim Family;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Salim Family”	Mr. Anthoni Salim, his father, Mr. Soedono Salim, and his brother, Mr. Andree Halim;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Transactions”	the FID-DUFIL Transactions, the CKA-DUFIL Transactions and the IAP-LS Transactions.

The designated currency for the FID-DUFIL Transactions and CKA-DUFIL Transactions is in US dollars, while designated currency for the IAP-LS Transactions is in Indonesian Rupiah. In this announcement, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = Indonesian Rupiah 9,756 = HK\$7.8. Percentages and figures expressed in millions have been rounded.

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

Hong Kong, 18th January, 2006

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

Anthoni Salim, *Chairman*  
Manuel V. Pangilinan, *Managing Director*  
*and CEO*  
Edward A. Tortorici  
Robert C. Nicholson  
His Excellency Albert F. del Rosario  
Edward K.Y. Chen\*, *GBS, CBE, JP*

Tedy Djuhar  
Sutanto Djuhar  
Ibrahim Risjad  
Benny S. Santoso  
Graham L. Pickles\*  
David W.C. Tang\*, *OBE,*  
*Chevalier de L'Ordre des*  
*Arts et des Lettres*

\* *Independent Non-executive Directors*

“Please also refer to the published version of this announcement in South China Morning Post.”