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No PRIIPs KID – no PRIIPs key information document (KID) has been prepared as the Bonds are not available to retail in the EEA and the UK.

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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)

VOLUNTARY ANNOUNCEMENT

**Issue of U.S.\$350,000,000 4.375% Guaranteed Bonds due 2027 by
FPC Resources Limited irrevocably and unconditionally guaranteed by
First Pacific Company Limited**

The Board is pleased to announce that on 3 September 2020, the Company, the Issuer and the Managers entered into the Subscription Agreement. Pursuant to, and subject to certain conditions in, the Subscription Agreement, the Issuer has agreed to sell to the Managers, and the Managers have agreed, severally and not jointly, to subscribe for the Bonds in an aggregate principal amount of U.S.\$350,000,000 (equivalent to approximately H.K.\$2,730 million) at an issue price of 100%. The Bonds will be unconditionally and irrevocably guaranteed by the Company.

None of the Bonds will be offered to the public in Hong Kong other than to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong) (together, “Professional Investors”).

Completion of the Subscription Agreement is subject to the satisfaction and/or waiver of the conditions precedent therein. Please refer to the section headed “Subscription Agreement” below for further information.

As the Subscription Agreement may or may not complete, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the securities of the Company.

Application will be made to the SEHK for the listing of, and permission to deal in, the Bonds by way of debt issues to Professional Investors only and such permission is expected to become effective on or about 14 September 2020. The Bonds and the Guarantee have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act.

INTRODUCTION

The Board is pleased to announce that on 3 September 2020, the Company, the Issuer and the Managers entered into the Subscription Agreement. Pursuant to, and subject to certain conditions in, the Subscription Agreement, the Issuer has agreed to sell to the Managers, and the Managers have agreed, severally and not jointly, to subscribe for the Bonds in an aggregate principal amount of U.S.\$350,000,000 (equivalent to approximately H.K.\$2,730 million) at an issue price of 100%. The Bonds will be unconditionally and irrevocably guaranteed by the Company.

The Offering Circular to be distributed to prospective investors of the Bonds will contain certain financial and other information relating to the Company.

SUBSCRIPTION AGREEMENT

Parties: Issuer: FPC Resources Limited.
Guarantor: First Pacific Company Limited.
Managers: Mizuho Securities Asia Limited, UBS AG
Singapore Branch and SMBC Nikko
Capital Markets Limited.

Subscription: The Managers have conditionally agreed, severally and not jointly, to subscribe for the Bonds in an aggregate principal amount of U.S.\$350,000,000 (equivalent to approximately H.K.\$2,730 million).

The Bonds and the Guarantee have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act. None of the Bonds will be offered to the public in Hong Kong other than to Professional Investors.

Conditions precedent: The obligations of the Managers under the Subscription Agreement are conditional upon, among other things, the execution and delivery on or before the Closing Date of certain transaction documents by the respective parties and the Company procuring certain legal opinions, auditors' comfort letters, compliance certificates and other relevant documents to be delivered to the Managers.

All the conditions may be waived in whole or in part at the discretion of the Managers.

Completion: Subject to all the conditions of the Subscription Agreement being fulfilled or waived by the Managers and the Subscription Agreement not being terminated, including pursuant to force majeure, completion of the issue of the Bonds is expected to take place on the Closing Date.

Stabilisation: Stabilisation, if any, will be undertaken in accordance with the rules of the Financial Conduct Authority of the United Kingdom.

As the Subscription Agreement may or may not complete, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the securities of the Company.

PRINCIPAL TERMS OF THE BONDS

The principal terms of the Bonds are summarised as follows:

Issuer:	FPC Resources Limited.
Guarantor:	First Pacific Company Limited.
Bonds Offered:	Aggregate principal amount of U.S.\$350,000,000 4.375% Guaranteed Bonds due 2027.
Guarantee:	Payment of all sums from time to time payable in respect of the Bonds and any other amounts payable under the Trust Deed are irrevocably and unconditionally guaranteed by the Company.
Issue Price:	100%.
Maturity Date:	11 September 2027.
Interest:	The Bonds will bear interest from 11 September 2020 at the rate of 4.375% per annum, payable semi-annually in arrear on 11 March and 11 September of each year.
Ranking of the Bonds:	The Bonds will constitute direct, unconditional and unsecured obligations of the Issuer. The Bonds will at all times rank <i>pari passu</i> , without any preference or priority amongst themselves, with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such exceptions as may be provided by applicable laws.
Ranking of the Guarantee:	The Guarantee will constitute a direct, unsecured and unsubordinated obligation of the Company which will at all times rank at least <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations of the Company, save for such exceptions as may be provided by applicable laws.
Events of Default:	The Bonds contain certain events of default, including a cross default provision in respect of the Issuer and the Company.

Covenants: The Issuer and the Guarantor have agreed to certain covenants, including a negative pledge (with certain exceptions for Permitted Refinancing Indebtedness, as defined in the Terms and Conditions and the U.S.\$400 million 6.375% guaranteed secured bonds due September 2020 issued by FPT Finance Limited), and a restriction on the incurrence of indebtedness by the Company and its Restricted Subsidiaries (as defined in the Terms and Conditions) that would result in the Interest Coverage Ratio (as defined in the Terms and Conditions) being less than 2.5 times and a restriction on disposals of assets of the Company (in both cases, subject to certain exceptions as set out in the Terms and Conditions).

Tax Redemption: The Bonds may be redeemed at 100% of the principal amount thereof, plus accrued and unpaid interest, as a result of certain developments affecting taxation in the British Virgin Islands, Bermuda or Hong Kong.

Optional Redemption: At any time and from time to time on or after 11 September 2024, the Issuer may redeem the Bonds, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below plus accrued and unpaid interest to the redemption date if redeemed during the twelve-month period beginning on 11 September of each of the years indicated below.

Period	Redemption Price
2024	102.188%
2025	101.094%
2026	100.000%

At any time before 11 September 2024, the Issuer may at its option redeem the Bonds, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Bonds plus the Applicable Premium (as defined in the Terms and Conditions) as of, and accrued and unpaid interest, if any, to the redemption date.

Change of Control: The Bonds may be redeemed within 30 days following the occurrence of a Change of Control (as defined in the Terms and Conditions), at the option of the bondholders, at 101% of the principal amount thereof, plus accrued and unpaid interest.

Delisting: The Bonds may be redeemed within 30 days following the occurrence of a Delisting (as defined in the Terms and Conditions), except where the Delisting is at the instance or request of the Company, at the option of the bondholders, at 100% of the principal amount thereof, plus accrued and unpaid interest.

Governing Law: English law.

Listing: Application will be made to the SEHK for the listing of, and permission to deal in, the Bonds by way of debt issues to Professional Investors only and such permission is expected to become effective on or about 14 September 2020.

USE OF PROCEEDS AND REASON FOR THIS TRANSACTION

The net proceeds from the offering of the Bonds, after deducting underwriting commissions and other offering related expenses payable by the Issuer and the Company, are estimated to be approximately U.S.\$347.9 million (equivalent to approximately H.K.\$2,713.6 million). The net proceeds will be on-lent by the Issuer to the Company who will use the net proceeds for the repayment and refinancing of existing indebtedness of the Company (including all amounts payable for bond repurchases and expenses).

The issuance of the Bonds will extend the Company’s average debt maturity profile to over four years.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following capitalised terms shall have the following meanings:

“Board” The board of directors of the Company;

“Bonds” U.S.\$350,000,000 4.375% Guaranteed Bonds due 2027 to be issued by the Issuer and irrevocably and unconditionally guaranteed by the Guarantor;

“Closing Date” 11 September 2020 or such later date, not being later than 25 September 2020, as the Issuer and the Managers may agree;

“Company” or “Guarantor”	First Pacific Company Limited, an exempt company incorporated with limited liability under the laws of Bermuda, the shares of which are listed on the SEHK (stock code: 00142);
“Director(s)”	The director(s) of the Company;
“Guarantee”	The irrevocable and unconditional guarantee by the Company of the payment of all sums from time to time payable in respect of the Bonds and any other amounts payable under the Trust Deed;
“H.K.\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuer”	FPC Resources Limited, a company incorporated with limited liability under the laws of the British Virgin Islands and a wholly-owned subsidiary of the Company;
“Managers”	Mizuho Securities Asia Limited, UBS AG Singapore Branch and SMBC Nikko Capital Markets Limited;
“Offering Circular”	The offering circular dated 3 September 2020 issued by the Issuer in connection with the issue of the Bonds;
“Securities Act”	United States Securities Act of 1933, as amended;
“SEHK”	The Stock Exchange of Hong Kong Limited;
“Subscription Agreement”	The subscription agreement dated 3 September 2020 between the Issuer, the Company and the Managers relating to the subscription and offering of the Bonds;
“Terms and Conditions”	The terms and conditions of the Bonds;
“Trust Deed”	The trust deed constituting the Bonds; and

“U.S.\$”

United States dollars, the lawful currency of the United States of America.

By Order of the Board
FIRST PACIFIC COMPANY LIMITED
Manuel V. Pangilinan
Managing Director and Chief Executive Officer

Hong Kong, 3 September 2020

In this announcement, all translations from U.S.\$ into H.K.\$ have been made at the rate of U.S.\$1.00 to H.K.\$7.80.

As at the date of this announcement, the board of directors of FPC Resources Limited comprises Manuel V. Pangilinan, Christopher H. Young and Joseph H.P. Ng.

As at the date of this announcement, the Board of the Company comprises:

Executive Directors:

Manuel V. Pangilinan, *Managing Director and Chief Executive Officer*
Christopher H. Young, *Chief Financial Officer*

Non-executive Directors:

Anthoni Salim, *Chairman*
Benny S. Santoso
Tedy Djuhar
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