



**FIRST PACIFIC COMPANY LIMITED**

**第一太平**

*(Incorporated with limited liability under the laws of Bermuda)  
Website: <http://www.firstpacco.com>*

**(Stock Code: 00142)**

**OVERSEAS REGULATORY ANNOUNCEMENTS**

*(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 notices relating to:-**

1. Disclosure made by PT. Indofood Sukses Makmur Tbk. ("Indofood"), a subsidiary of the Company, in relation to the signing of Placement Agreement by Indofood Agri Resources Limited, a subsidiary of Indofood.
2. Announcement made by Indofood Agri Resources Limited to the Singapore Stock Exchange, in relation to its share placement exercise.

# PT IND<sup>o</sup>FOOD SUKSES MAKMUR Tbk

## CORPORATE HEADOFFICE

GEDUNG ARIOWIMO SENTRAL, 12<sup>th</sup> Floor Jl. HR. Rasuna Said X-2 Kav. 5, Kuningan, Jakarta Selatan 12560, INDONESIA  
Phone : (62 - 021) 5228822 Fax : 5225014 / 5225960

Unofficial Translation

No.032/ISM/CS/II/07

Jakarta, 7 February 2007

To :  
Indonesia Capital Market Supervisory Agency  
Gedung Baru Departemen Keuangan RI Lt. 3  
Jl. Dr. Wahidin Raya No. 1  
Jakarta

Attn. : Dr. Ahmad Fuad Rahmany, Chairman  
Ir. Nurhaida, MBA, Division Head Real Sector

Dear Sir/Madam,

**RE : Disclosure of the signing *Placement Agreement* IndoAgri, the subsidiary of PT. Indofood Sukses Makmur Tbk.**

Referring to our letter No. 027/ISM/CS/II/07 dated February 6, 2007 regarding the plan for IndoAgri to sign the Placement Agreement with CIMB-GK Securities Pte. Ltd, Credit Suisse (Singapore) Limited and Kim Eng Securities Pte. Ltd. (together, the "Joint Bookrunners"); we hereby inform you that today, 7 February 2007, the said Placement Agreement has been signed in Singapore.

Taking into consideration the indications of interest received at the close of the book-bidding exercise for the Placement, the Joint Bookrunners, in consultation with IndoAgri, have decided the followings :

1. The number of new Consolidated Shares to be offered in the Placement shall be 338,000,000 new Consolidated Shares ("Placement Shares"). The Placement Shares represent approximately 25% of the total enlarged number of Issued Consolidated Shares in the Company after the completion of the Placement.
2. The Placement Price has been fixed at S\$ 1.25 (One and Twenty Five Cent Singapore Dollar) per Placement Share.

The Placement Shares are expected to commence trading on a "ready" basis on 14 February 2007, subject to, inter alia, the SGX-ST being satisfied that all conditions necessary for the commencement of trading in the Placement Shares on "ready" basis have been fulfilled.

Thank you for your kind attention.

Sincerely,  
PT Indofood Sukses Makmur Tbk

Werlanty Setlawan  
Corporate Secretary

CC Indofood's Board of Director

**Indofood**  
THE SYMBOL OF QUALITY FOODS

TOTAL P.01

07/02 '07 WEB 17:37 [TX/RX NO 0448] 001

**INDOFOOD AGRI RESOURCES LTD.**

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

**OFFER AND PLACEMENT OF 338,000,000 NEW CONSOLIDATED SHARES IN THE CAPITAL OF  
INDOFOOD AGRI RESOURCES LTD.**

THIS IS THE SGXNET ANNOUNCEMENT REFERRED TO IN THE OFFER INFORMATION STATEMENT OF INDOFOOD AGRI RESOURCES LTD. ("COMPANY") LODGED WITH THE MONETARY AUTHORITY OF SINGAPORE ON 25 JANUARY 2007 (THE "OFFER INFORMATION STATEMENT") IN CONNECTION WITH ITS SHARE PLACEMENT EXERCISE ("PLACEMENT"). THIS SGXNET ANNOUNCEMENT CONSTITUTES PART OF, AND SHOULD BE READ IN CONJUNCTION WITH, THE OFFER INFORMATION STATEMENT. TERMS AND REFERENCES USED IN THIS SGXNET ANNOUNCEMENT WHICH HAVE NOT BEEN DEFINED HEREIN BEAR THE SAME MEANING AS ASCRIBED TO THEM IN THE OFFER INFORMATION STATEMENT.

**PLACEMENT SHARES**

Taking into consideration the indications of interest received at the close of the book-building exercise for the Placement, and to ensure a reasonable spread of shareholders, CIMB-GK Securities Pte. Ltd. ("CIMB-GK"), Credit Suisse (Singapore) Limited and Kim Eng Securities Pte. Ltd. (together, the "Joint Bookrunners"), in consultation with the Company, have decided that the number of new Consolidated Shares to be offered in the Placement shall be 338,000,000 new Consolidated Shares. The said 338,000,000 new Consolidated Shares shall hereinafter be referred to as the "Placement Shares".

The Placement Shares represent approximately 25% of the total enlarged number of issued Consolidated Shares in the Company after the completion of the Placement. Of these, 5,070,000 Placement Shares (representing 1.5% of the total number of Placement Shares) will be issued and allotted to First Pacific Company Limited at the Placement Price (as defined below) for the purposes of the FP Distribution-in-specie.

An announcement of the allocation and spread of the investors will be made via SGXNET before the commencement of trading in the Consolidated Shares on the Singapore Exchange Securities Trading Limited (the "SGX-ST"), which is expected to be at 9.00 a.m. (Singapore time) on 14 February 2007.

The Placement Shares will, upon issue, rank *pari passu* with the then existing Consolidated Shares in issue.

**PLACEMENT PRICE**

Following the close of the book-building exercise, the Company wishes to announce that the Placement Price has been fixed at S\$1.25 (the "Placement Price") per Placement Share.

**PLACEMENT AGREEMENT**

The Board of Directors of the Company further wishes to announce that the Company has today entered into a placement agreement (the "Placement Agreement") with the Joint Bookrunners pursuant to which the Company has agreed to allot and issue, and the Joint Bookrunners have

agreed to, severally and not jointly, on a firm commitment basis, subscribe and pay for and/or procure subscriptions and payment for, the Placement Shares at the Placement Price in accordance with their respective underwriting commitment and on the terms and conditions of the Placement Agreement.

#### **VALUE ASSURANCE**

The Board of Directors of the Company refers to the circular to shareholders of the Company dated 11 December 2006 ("**Circular**"). As the Placement Price is more than S\$0.75 per Placement Share, the Company wishes to announce that no payment will be made as compensation to Entitled Shareholders of the Company as at the books closure date of the Company on 7 February 2007.

#### **COMMENCEMENT OF TRADING**

The Placement Shares are expected to commence trading on a "ready" basis from **9.00 a.m. on 14 February 2007**, subject to, *inter alia*, the SGX-ST being satisfied that all conditions (certain details of which are set out on page 25 of the Circular) necessary for the commencement of trading in the Placement Shares on a "ready" basis have been fulfilled. It is expected that there will be no trading on a "when issued" basis.

#### **BY ORDER OF THE BOARD**

Moleonoto Tjang  
Director  
Singapore  
7 February 2007

CIMB-GK acted as the financial adviser to the Company in relation to the Acquisition.