

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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](http://www.firstpacific.com)

(Stock Code: 00142)

## **CONTINUING CONNECTED TRANSACTIONS**

### **INTRODUCTION**

Reference is made to the Company's announcement dated 5 November 2019 and the Company's circular dated 29 November 2019, relating to continuing connected transactions of the Indofood Group.

Reference is also made to the Company's announcement dated 15 October 2020, relating to continuing connected transactions of the Pinehill Group.

### **PURPOSE OF THIS ANNOUNCEMENT**

This announcement contains details of:

- (a) revised 2021 and 2022 annual caps in respect of certain of the Indofood Group's previously announced plantations business transactions, distribution business transactions and packaging business transactions; and
- (b) revised 2021 and 2022 annual caps in respect of a previously announced continuing connected transaction between the Pinehill Group and TJTI in respect of the distribution business transactions of the Pinehill Group.

### **DIRECTORS' VIEWS**

The Directors (including the independent non-executive Directors) are of the view that the terms of the revised 2021 and 2022 annual caps in respect of each of the continuing connected transactions referred to in this announcement are fair and reasonable, on normal commercial terms or better, in the ordinary and usual course of business of the Indofood Group (including the Pinehill Group) and in the interests of the Company and its shareholders as a whole.

## INTRODUCTION

Reference is made to the November 2019 Announcement and the 2019 Circular, relating to continuing connected transactions of the Indofood Group.

Reference is also made to the October 2020 Announcement, relating to continuing connected transactions of the Pinehill Group.

## PURPOSE OF THIS ANNOUNCEMENT

This announcement contains details of:

- (a) revised 2021 and 2022 annual caps in respect of certain of the Indofood Group's previously announced plantations business transactions, distribution business transactions and packaging business transactions; and
- (b) revised 2021 and 2022 annual caps in respect of a previously announced continuing connected transaction between the Pinehill Group and TJTI in respect of the distribution business transactions of the Pinehill Group.

### (1) **REVISED 2021 AND 2022 ANNUAL CAPS IN RESPECT OF CERTAIN OF THE INDOFOOD GROUP'S PREVIOUSLY ANNOUNCED PLANTATIONS BUSINESS TRANSACTIONS**

Reference is made to the November 2019 Announcement and the 2019 Circular, which describe, among other things, a series of continuing connected transactions of the Indofood Group relating to certain plantations business transactions for the year ended 31 December 2020 and the years ending 2021 and 2022 ("**Existing Plantations Business Transactions**").

As stated in the November 2019 Announcement, the existing 2021 and 2022 annual caps in respect of the Existing Plantations Business Transactions were estimated transaction values based on projected activity levels between the relevant parties for the relevant periods, taking into account the historical values of the relevant transactions and the continuing development of raw land into planted areas. The projected activity level is based on an estimate of the requirements of each plantation company in respect of its respective planting activities and operations.

Transaction numbered (7) of the Existing Plantations Business Transactions relate to the sale of margarine by SIMP to NIC for the year ended 31 December 2020, and the years ending 2021 and 2022 (the "**Existing Plantation Business Transaction (7)**"). Transaction numbered (10) of the Existing Plantations Business Transactions relate to the sale of finished goods by SIMP and its subsidiaries to Indomaret for the year ended 31 December 2020, and the years ending 2021 and 2022 (the "**Existing Plantation Business Transaction (10)**").

The Indofood Group has been monitoring the amounts of the Existing Plantation Business Transaction (7) and the Existing Plantation Business Transaction (10), having regard to internal estimates of demand and operating conditions. Based on levels of activity to date, the 2021 and 2022 annual caps for the Existing Plantation Business Transaction (7) and the Existing Plantation Business Transaction (10) shown in Table A below have been revised to more closely reflect current projections of the activity levels between the relevant parties to those transactions for 2021 and 2022.

As at the date of this announcement, the existing annual caps for each of the Existing Plantation Business Transaction (7) and the Existing Plantation Business Transaction (10) for the year ending 31 December 2021 have not been exceeded.

**Table A – Revised 2021 and 2022 Annual Caps for Existing Plantation Business Transaction (7) and Existing Plantation Business Transaction (10)**

| Transaction No. | Parties to the agreement/ arrangement |                         | Nature of agreement/ arrangement                            | Actual transaction amount for the eight months ended 31 August 2021 (US\$ millions) | Existing annual cap as set out in the November 2019 Announcement (US\$ millions) |                                      | Revised annual cap (US\$ millions)   |                                      |
|-----------------|---------------------------------------|-------------------------|---|---|--|--------------------------------------|--------------------------------------|--------------------------------------|
|                 | Name of entity of the Indofood Group  | Name of connected party |   |   | For the year ending 31 December 2021   | For the year ending 31 December 2022 | For the year ending 31 December 2021 | For the year ending 31 December 2022 |
| (7)             | SIMP                                  | NIC                     | SIMP sells margarine to NIC.                                | 1.3   | 1.9  | 2.2                                  | 2.8                                  | 3.2                                  |
| (10)            | SIMP and its subsidiaries             | Indomaret               | SIMP and its subsidiaries sell finished goods to Indomaret. | 50.4  | 119.8  | 152.2                                | 118.9                                | 151.2                                |

*Note:*

*Rounded to the nearest US\$ million.*

No changes have been made to the annual caps in respect of any of the other Existing Plantations Business Transactions from those specified in the November 2019 Announcement, or to the terms of any of those other Existing Plantations Business Transactions referred to in the November 2019 Announcement.

Each of the transactions referred to in Table A above constitutes a continuing connected transaction for the Company under Rule 14A.31 of the Listing Rules because:

- (i) Mr. Salim is the Chairman and a substantial shareholder of the Company and President Director and CEO of Indofood; and
- (ii) each of NIC and Indomaret is an associate of Mr. Salim.

The transactions referred to in Table A above are conducted in the ordinary and usual course of business of the Indofood Group and are entered into on an arm's length basis with terms fair and reasonable to the relevant parties. The framework agreement entered into in respect of each transaction provides that the pricing/fee chargeable in respect of each transaction will be determined from time to time based on the written mutual agreement between the parties, with due regard to the prevailing market conditions. The consideration under each of the transactions referred to in Table A above is payable in accordance with credit terms to be agreed between the parties, in cash. Please refer to pages 69 to 72 of the 2019 Circular for the pricing policies that apply to the continuing connected transactions referred to in Table A.

The Existing Plantations Business Transactions were approved by a resolution of the Company's independent shareholders passed at the Special General Meeting.

The revised 2021 and 2022 annual caps for the Existing Plantation Business Transaction (10) in Table A above are less than the respective annual caps previously announced.

The revised 2021 and 2022 annual caps for the Existing Plantation Business Transaction (7) in Table A above exceed the respective annual caps previously announced, but the aggregate 2021 and 2022 annual caps for all the Existing Plantations Business Transactions (including the revised 2021 and 2022 annual caps referred to in Table A above) are the same as the aggregate annual caps for the Existing Plantations Business Transactions previously announced and approved by the Company's independent shareholders at the Special General Meeting.

Accordingly, the revised 2021 and 2022 annual caps for the continuing connected transactions relating to the Indofood Group's plantations business in Table A above are subject to the reporting and announcement requirements, but not the independent shareholders' approval requirement, under Chapter 14A of the Listing Rules.

**(2) REVISED 2021 AND 2022 ANNUAL CAPS IN RESPECT OF CERTAIN OF THE INDOFOOD GROUP'S PREVIOUSLY ANNOUNCED DISTRIBUTION BUSINESS TRANSACTIONS**

Reference is made to the November 2019 Announcement and the 2019 Circular, which describe, among other things, a series of continuing connected transactions of the Indofood Group relating to certain distribution business transactions for the year ended 31 December 2020 and the years ending 2021 and 2022 ("**Existing Distribution Business Transactions**").

As stated in the November 2019 Announcement, the existing 2021 and 2022 annual caps in respect of the Existing Distribution Business Transactions were estimated transaction values based on projected activity levels between the relevant parties for the year ended 31 December 2020 and the years ending 2021 and 2022, taking into account the historical values of the relevant transactions (where applicable).

Transaction numbered (6) of the Existing Distribution Business Transactions relate to the sale of finished goods by IAP to Indomaret for the year ended 31 December 2020, and the years ending 2021 and 2022 (the “**Existing Distribution Business Transaction (6)**”). Transaction numbered (13) of the Existing Distribution Business Transactions relate to the purchase of sugar by IAP from LPI for the year ended 31 December 2020, and the years ending 2021 and 2022 (the “**Existing Distribution Business Transaction (13)**”). Transaction numbered (14) of the Existing Distribution Business Transactions relate to the payment of commission fee by IAP to IDP for the year ended 31 December 2020, and the years ending 2021 and 2022 (the “**Existing Distribution Business Transaction (14)**”).

The Indofood Group has been monitoring the amounts of the Existing Distribution Business Transaction (6), Existing Distribution Business Transaction (13) and Existing Distribution Business Transaction (14), having regard to internal estimates of demand and operating conditions. Based on levels of activity to date, the 2021 and 2022 annual caps for the Existing Distribution Business Transaction (6), Existing Distribution Business Transaction (13) and Existing Distribution Business Transaction (14) shown in Table B below have been revised to more closely reflect current projections of the activity levels between the relevant parties to those transactions for 2021 and 2022.

As at the date of this announcement, the existing annual caps for each of the Existing Distribution Business Transaction (6), Existing Distribution Business Transaction (13) and Existing Distribution Business Transaction (14) for the year ending 31 December 2021 have not been exceeded.

**Table B – Revised 2021 and 2022 Annual Caps for Existing Distribution Business Transaction (6), Existing Distribution Business Transaction (13) and Existing Distribution Business Transaction (14)**

| Transaction No. | Parties to the agreement/ arrangement |                         | Nature of agreement/ arrangement       | Actual transaction amount for the eight months ended 31 August 2021 (US\$ millions) | Existing annual cap as set out in the November 2019 Announcement (US\$ millions) |                                      | Revised annual cap (US\$ millions)   |                                      |
|-----------------|---------------------------------------|-------------------------|--|---|--|--------------------------------------|--------------------------------------|--------------------------------------|
|                 | Name of entity of the Indofood Group  | Name of connected party |  |   | For the year ending 31 December 2021   | For the year ending 31 December 2022 | For the year ending 31 December 2021 | For the year ending 31 December 2022 |
| (6)             | IAP                                   | Indomaret               | IAP sells finished goods to Indomaret. | 119.2   | 294.3  | 353.2                                | 280.1                                | 330.9                                |
| (13)            | IAP                                   | LPI                     | IAP buys sugar from LPI.               | 3.1   | 3.6  | 4.5                                  | 15.0                                 | 22.5                                 |
| (14)            | IAP                                   | IDP                     | IAP pays commission fee to IDP.        | 0.0   | 0.2  | 0.2                                  | 3.0                                  | 4.5                                  |

*Note:*

*Rounded to the nearest US\$ million.*

No changes have been made to the annual caps in respect of any of the other Existing Distribution Business Transactions from those specified in the November 2019 Announcement, or to the terms of any of those other Existing Distribution Business Transactions referred to in the November 2019 Announcement.

Each of the transactions referred to in Table B above constitutes a continuing connected transaction for the Company under Rule 14A.31 of the Listing Rules because:

- (i) Mr. Salim is the Chairman and a substantial shareholder of the Company and President Director and CEO of Indofood;
- (ii) except as referred to in (iii) below, each of the counterparties is an associate of Mr. Salim; and
- (iii) LPI is a connected person of the Company by virtue of Rule 14A.16, because it is a non-wholly owned subsidiary of Indofood (and, therefore, of the Company) and Mr. Salim and companies controlled by him control 10% or more of the voting power of it.

The transactions referred to in Table B above are conducted in the ordinary and usual course of business of the Indofood Group and are entered into on an arm's length basis with terms fair and reasonable to the relevant parties. The framework agreement entered into in respect of each transaction provides that the pricing/fee chargeable in respect of each transaction will be determined from time to time based on the written mutual agreement between the parties, with due regard to the prevailing market conditions. The consideration under each of the transactions referred to in Table B above is payable in accordance with credit terms to be agreed between the parties, in cash. Please refer to pages 69 to 72 of the 2019 Circular for the pricing policies that apply to the continuing connected transactions referred to in Table B.

The Existing Distribution Business Transactions were approved by a resolution of the Company's independent shareholders passed at the Special General Meeting. The revised 2021 and 2022 annual caps for the Existing Distribution Business Transaction (6) in Table B above are less than the respective annual caps previously announced. The revised 2021 and 2022 annual caps for the Existing Distribution Business Transaction (13) in Table B above exceed the respective annual caps previously announced, and the revised 2021 and 2022 annual caps for the Existing Distribution Business Transaction (14) in Table B above exceed the respective annual caps previously announced, but the aggregate 2021 and 2022 annual caps for all the Existing Distribution Business Transactions (including the revised 2021 and 2022 annual caps referred to in Table B above) are the same as the aggregate annual caps for the Existing Distribution Business Transactions previously announced and approved by the Company's independent shareholders at the Special General Meeting.

Accordingly, the revised 2021 and 2022 annual caps for the continuing connected transactions relating to the Indofood Group's distribution business in Table B above are subject to the reporting and announcement requirements, but not the independent shareholders' approval requirement, under Chapter 14A of the Listing Rules.

**(3) REVISED 2021 AND 2022 ANNUAL CAPS IN RESPECT OF CERTAIN OF THE INDOFOOD GROUP'S PREVIOUSLY ANNOUNCED PACKAGING BUSINESS TRANSACTIONS**

Reference is made to the November 2019 Announcement, which describe, among other things, a series of continuing connected transactions of the Indofood Group relating to certain packaging business transactions for the year ended 31 December 2020, and the years ending 2021 and 2022 ("**Existing Packaging Business Transactions**").

As stated in the November 2019 Announcement, the existing 2021 and 2022 annual caps in respect of the Existing Packaging Business Transactions were estimated transaction values based on projected activity levels between the relevant parties for the relevant periods (if applicable) and the need to accommodate the expansion of the packaging market.

Transaction numbered (3) of the Existing Packaging Business Transactions relate to the use of human resources outsourcing services from SDM by the Indofood Group for the year ended 31 December 2020, and the years ending 2021 and 2022 (the "**Existing Packaging Business Transaction (3)**").

The Indofood Group has been monitoring the amount of the Existing Packaging Business Transaction (3). Due to the expansion of the packaging business and based on levels of activity to date, the transaction amounts for 2021 and 2022 in respect of the Existing Packaging Business Transaction (3) are expected to be higher than the existing annual caps for 2021 and 2022, respectively. Accordingly, those existing annual caps have been increased to more closely reflect current projections of the activity levels between the relevant parties to the Existing Packaging Business Transaction (3) for 2021 and 2022.

As at the date of this announcement, the existing annual caps for the Existing Packaging Business Transaction (3) for the year ending 31 December 2021 have not been exceeded.

**Table C – Revised 2021 and 2022 Annual Caps for Existing Packaging Business Transaction (3)**

| Transaction No. | Parties to the agreement/ arrangement |                         | Nature of agreement/ arrangement   | Actual transaction amount for the eight months ended 31 August 2021 (US\$ millions) | Existing annual cap as set out in the November 2019 Announcement (US\$ millions) |                                      | Revised annual cap (US\$ millions)   |                                      |
|-----------------|---------------------------------------|-------------------------|--|---|--|--------------------------------------|--------------------------------------|--------------------------------------|
|                 | Name of entity of the Indofood Group  | Name of connected party |  |   | For the year ending 31 December 2021   | For the year ending 31 December 2022 | For the year ending 31 December 2021 | For the year ending 31 December 2022 |
| (3)             | Indofood and its subsidiaries         | SDM                     | Indofood and its subsidiaries use human resources outsourcing services from SDM. | 0.6   | 0.9  | 1.1                                  | 1.6                                  | 1.7                                  |

*Note:*

*Rounded to the nearest US\$ million.*

No changes have been made to the annual caps in respect of any of the other Existing Packaging Business Transactions from those specified in the November 2019 Announcement, or to the terms of any of those other Existing Packaging Business Transactions referred to in the November 2019 Announcement.

The Existing Packaging Business Transaction (3) referred to in Table C above constitutes a continuing connected transaction for the Company under Rule 14A.31 of the Listing Rules because:

- (i) Mr. Salim is the Chairman and a substantial shareholder of the Company and President Director and CEO of Indofood; and
- (ii) SDM is an associate of Mr. Salim.

The Existing Packaging Business Transactions are conducted in the ordinary and usual course of business of the Indofood Group and are entered into on an arm's length basis with terms fair and reasonable to the parties. The framework agreement in respect of that transaction provides that the pricing/fee chargeable in respect of that transaction will be determined from time to time based on the written mutual agreement between the parties, with due regard to the prevailing market conditions. The consideration under the transaction referred to in Table C above is payable in accordance with credit terms to be agreed between the parties, in cash. Please refer to pages 69 to 72 of the 2019 Circular for the pricing policies that apply to the continuing connected transactions referred to in Table C.



As a result of increasing the 2021 and 2022 annual caps for the Existing Packaging Business Transaction (3), the 2021 annual cap for all the Existing Packaging Business Transactions on an aggregated basis increases from US\$7.2 million (as specified in the November 2019 Announcement) to US\$7.9 million and the 2022 annual cap for all the Existing Packaging Business Transactions on an aggregated basis increases from US\$9.0 million (as specified in the November 2019 Announcement) to US\$9.6 million.

In respect of the aggregated 2021 annual caps for the Existing Packaging Business Transactions and the aggregated 2022 annual caps for the Existing Packaging Business Transactions (in each case, increased as aforesaid), one or more of the applicable percentage ratios is 0.1% or more but none of the applicable percentage ratios is 5% or more. Accordingly, the increase of the 2021 and 2022 annual caps in respect of the Existing Packaging Business Transaction (3) referred to in Table C above and all the Existing Packaging Business Transactions on an aggregated basis is subject to the reporting and announcement requirements, but not the independent shareholders' approval requirement, under Chapter 14A of the Listing Rules.

**(4) REVISED 2021 AND 2022 ANNUAL CAPS IN RESPECT OF A PREVIOUSLY ANNOUNCED DISTRIBUTION BUSINESS TRANSACTION OF THE PINEHILL GROUP**

Reference is made to the October 2020 Announcement, which describes certain distribution business transactions of the Pinehill Group for the four-month period ended 31 December 2020, and the years ending 2021 and 2022 (“**Existing Pinehill Group Distribution Business Transactions**”).

As announced in the October 2020 Announcement, the Pinehill Group is party to certain continuing transactions relating to the sale of noodles products, which were entered into prior to the Pinehill Acquisition (being the acquisition by ICBP, a subsidiary of the Company, of the Pinehill Group, as described in the Company's shareholders' circular dated 23 June 2020). Such Existing Pinehill Group Distribution Business Transactions became continuing connected transactions of the Company as a result of completion of the Pinehill Acquisition.

As stated in the October 2020 Announcement, the existing 2021 and 2022 annual caps in respect of the Existing Pinehill Group Distribution Business Transactions were estimated transaction values based on the actual sales volume growth for the relevant distribution business transactions in 2019 and potential increases in demand for instant noodle products in the existing targeted markets.

Transaction numbered (2) of the Existing Pinehill Group Distribution Business Transactions relate to the sale of finished goods by the Indofood Group/Pinehill Group to TJTI as distributor for the four-month period ended 31 December 2020, and the years ending 2021 and 2022 (the “**Existing Pinehill Group Distribution Business Transaction (2)**”).

The Indofood Group/Pinehill Group has been monitoring the amount of the Existing Pinehill Group Distribution Business Transaction (2). Based on the levels of activity to date, the transaction amounts for 2021 and 2022 in respect of the Existing Pinehill Group Distribution Business Transaction (2) are expected to be higher than the existing annual caps for 2021 and 2022, respectively. Accordingly, those existing annual caps have been increased to more closely reflect current projections of the activity levels between the relevant parties to the Existing Pinehill Group Distribution Business Transaction (2) for 2021 and 2022, in the amounts set out in Table D below (“**Revised 2021-2022 Pinehill Group Distribution Business Caps**”).

As at the date of this announcement, the existing annual caps for the Existing Pinehill Group Distribution Business Transaction (2) for the year ending 31 December 2021 have not been exceeded.

**Table D – Revised 2021 and 2022 Annual Caps for Existing Pinehill Group Distribution Business Transaction (2)**

| Distribution Business Transaction No. | Parties to the agreement/ arrangement |                          | Nature of agreement/ arrangement   | Actual transaction amount for the eight months ended 31 August 2021 (US\$ millions) | Existing annual cap as set out in the October 2020 Announcement (US\$ millions) |                                      | Revised annual cap (US\$ millions)   |                                      |
|---------------------------------------|---------------------------------------|--------------------------|--|---|---|--------------------------------------|--------------------------------------|--------------------------------------|
|                                       | Name of entity of the Group           | Name of connected person |  |   | For the year ending 31 December 2021  | For the year ending 31 December 2022 | For the year ending 31 December 2021 | For the year ending 31 December 2022 |
| (2)                                   | Indofood Group/Pinehill Group         | TJTI                     | The Indofood Group/Pinehill Group sells noodles products to TJTI as distributor. | 15.1  | 20.3  | 24.2                                 | 30.0                                 | 42.0                                 |

*Note:*

*Rounded to the nearest US\$ million.*

No changes have been made to the annual caps in respect of the other Existing Pinehill Group Distribution Business Transactions from those specified in the October 2020 Announcement, or to the terms of any of the other Existing Pinehill Group Distribution Business Transactions referred to in the October 2020 Announcement.

The Existing Pinehill Group Distribution Business Transaction (2) referred to in Table D above constitutes a continuing connected transaction for the Company under Rule 14A.31 of the Listing Rules because:

- (i) Pinehill and each of its subsidiaries became a consolidated subsidiary of the Company on completion of the Pinehill Acquisition; and
- (ii) TJTI is a substantial shareholder of a subsidiary of Pinehill and, therefore, became a connected person of the Company on completion of the Pinehill Acquisition by reason of becoming a substantial shareholder of the Company's subsidiary. Further details on TJTI is set forth in the paragraph headed "Information in respect of the counterparties to the continuing connected transactions" below.

As set forth in the October 2020 Announcement, the price for the noodles products payable by TJTI to the Indofood Group/Pinehill Group is based on the distribution buying price for Jordan on a free on board (FOB) basis or a cost, insurance and freight (CIF) basis and will be indicated on the relevant invoices.

TJTI is a substantial shareholder of a subsidiary of Pinehill, a wholly owned subsidiary of ICBP and a consolidated subsidiary of each of Indofood and the Company. Therefore, TJTI is a connected person of the Company at the subsidiary level and the Existing Pinehill Group Distribution Business Transactions constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As a result of increasing the 2021 and 2022 annual caps for the Existing Pinehill Group Distribution Business Transaction (2), the 2021 annual cap for all the Existing Pinehill Group Distribution Business Transactions on an aggregated basis increases from US\$318.3 million (as specified in the October 2020 Announcement) to US\$328.0 million and the 2022 annual cap for all the Existing Pinehill Group Distribution Business Transactions on an aggregated basis increases from US\$363.1 million (as specified in the October 2020 Announcement) to US\$380.9 million.

The Revised 2021-2022 Pinehill Group Distribution Business Caps are on normal commercial terms or better (as far as the Company is concerned). The Board has approved the Revised 2021-2022 Pinehill Group Distribution Business Caps and the independent non-executive Directors have confirmed that the Revised 2021-2022 Pinehill Group Distribution Business Caps are fair and reasonable and that the Revised 2021-2022 Pinehill Group Distribution Business Caps are on normal commercial terms (or better, as far as the Company is concerned) and in the interests of the Company and its shareholders as a whole. Therefore, the Revised 2021-2022 Pinehill Group Distribution Business Caps are exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.101 of the Listing Rules (but is still subject to the announcement requirements applicable to a connected transaction).

## **REASONS FOR THE REVISION OF ANNUAL CAPS AND EXPECTED BENEFITS**

The Indofood Group (including the Pinehill Group) and the Company believe that the revision of the 2021 and 2022 annual caps for each of the continuing connected transactions referred to in Tables A to D in this announcement are beneficial to the Indofood Group and the Company for the continuing expansion of the Indofood Group's business operations, revenue and operational profitability, the maximisation of the production capacities of the distribution network and the increase of worldwide brand awareness of the Indofood Group.

## **DIRECTORS' VIEWS**

The Directors (including the independent non-executive Directors) are of the view that the terms of the revised 2021 and 2022 annual caps in respect of each of the continuing connected transactions referred to in this announcement are fair and reasonable, on normal commercial terms or better, in the ordinary and usual course of business of the Indofood Group (including the Pinehill Group) and in the interests of the Company and its shareholders as a whole.

Mr. Salim, who has a material interest in all the continuing connected transactions referred to in Tables A to C above in this announcement (as a result of the counterparty to each such continuing connected transaction being an associate of Mr. Salim), has abstained from voting on the resolutions of the Board approving the revisions of the existing 2021 and 2022 annual caps for the continuing connected transactions set forth in Tables A to C above. Mr. Axton Salim, a non-executive Director and an associate of Mr. Salim, is considered to have a material interest in all the continuing connected transactions referred to in Tables A to C above in this announcement, has abstained from voting on the resolutions of the Board approving the revisions of the existing 2021 and 2022 annual caps for the continuing connected transactions set forth in Tables A to C above accordingly. In addition, Mr. Benny Santoso, a non-executive Director of the Company and the President Commissioner of NIC, is deemed to have a material interest in the continuing connected transaction with NIC (Existing Plantation Business Transaction (7) in Table A above relating to the Indofood Group's Existing Plantations Business Transactions) and has abstained from voting on the resolution of the Board approving the revision of the annual caps for that continuing connected transaction.

None of the Directors was considered to have a material interest in the continuing connected transaction referred to in Table D above in this announcement. Therefore, at the relevant Board meeting, no Director abstained from voting on the resolution of the Board approving the revisions of the existing 2021 and 2022 annual caps for the continuing connected transaction set forth in Table D above.

## **INFORMATION IN RESPECT OF THE COUNTERPARTIES TO THE CONTINUING CONNECTED TRANSACTIONS**

In respect of the counterparties to the Existing Plantation Business Transaction (7) and the Existing Plantation Business Transaction (10) referred to in Table A above:

- (i) NIC is the biggest reputable modern bakery in Indonesia with ten factories throughout Indonesia.
- (ii) The principal business of Indomaret is the operation of minimarkets in Indonesia. It is one of Indonesia's largest minimarket operators by number of stores and it has a subsidiary, PT Indosato Jaya Makmur.

In respect of the counterparties to the Existing Distribution Business Transaction (6), Existing Distribution Business Transaction (13) and Existing Distribution Business Transaction (14) referred to in Table B above:

- (i) Please see above for information on Indomaret.
- (ii) LPI is an Indonesian incorporated limited liability company in the business of plantation development in South Sumatra and Central Java. It operates approximately 12,749 hectares of plantation land cultivated with sugar cane, and a sugar cane production factory.
- (iii) IDP is engaged in e-commerce solutions for grocery shopping for stalls, shops and kiosks.

In respect of the counterparty to the Existing Packaging Business Transaction (3) referred to in Table C above, SDM is a human resources management service company that has experience in handling industrial relation and manpower cases.

In respect of the counterparty to the Existing Pinehill Group Distribution Business Transaction (2) referred to in Table D above, TJTI is a company incorporated in Jordan and is principally engaged in the food distribution business. TJTI is a company owned by the Al Shourafa family. The Al Shourafa family is engaged in food distribution and related businesses in Jordan. Save for TJTI being an affiliate of Al Shourafa Investment LLC, Jordan, a 20% shareholder of Indo Adriatic Industry doo Beograd Serbia (a subsidiary of the Pinehill Group in Serbia), TJTI and the Al Shourafa family are otherwise not related to or connected with the Group.

## **INFORMATION IN RESPECT OF THE COMPANY, THE INDOFOOD GROUP AND THE PINEHILL GROUP**

The Company is a Hong Kong-based investment management and holding company with operations located in Asia-Pacific. Its principal business interests relate to consumer food products, telecommunications, infrastructure and natural resources.

Indofood 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 and distribution to the market. It is based and listed on the Indonesia Stock Exchange. Through its four complementary Strategic Business groups, the Indofood Group manufactures and distributes a wide range of food products.

Pinehill is an investment holding company established under the laws of the British Virgin Islands. The Pinehill Group is engaged in the manufacture and sale of instant noodles, principally in eight countries under the “Indomie” brand. In order of importance, its key markets are the Kingdom of Saudi Arabia, Nigeria, Egypt, Turkey, Serbia, Ghana, Morocco and Kenya, with a total population of approximately 550 million. The Pinehill Group has 12 factories with an annual production capacity of 10 billion packs of instant noodles. Pinehill’s markets are at an early stage of growth in terms of both volumes and profitability. As described in the Company’s announcement dated 28 August 2020, following the completion of the Pinehill Acquisition by ICBP, a subsidiary of the Company, Pinehill became a wholly owned subsidiary of ICBP and the financial results of the Pinehill Group have since been consolidated in the Company’s financial results.

## **DEFINITIONS**

In this announcement, the following terms and expressions have the following meanings, unless the context requires otherwise:

|                 |  |
|-----------------|--|
| “2019 Circular” | the Company’s shareholders’ circular dated 29 November 2019;   |
| “associate”     | has the meaning ascribed thereto under the Listing Rules;  |
| “Board”         | board of Directors;  |
| “Company”       | First Pacific Company Limited, an exempted company incorporated in Bermuda with limited liability, and having its shares listed on the Stock Exchange; |
| “Director(s)”   | the director(s) of the Company;  |
| “Group”         | the Company and its subsidiaries from time to time;  |
| “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;  |
| “ICBP”          | PT Indofood CBP Sukses Makmur Tbk, a member of the Indofood Group;   |

|                              |   |
|------------------------------|---|
| “IDP”                        | PT IDmarco Perkasa Indonesia, a company in which Mr. Salim has an aggregate effective interest of 100.0% and an associate of Mr. Salim;   |
| “Indofood”                   | PT Indofood Sukses Makmur Tbk, a company incorporated in Indonesia, which is a 50.1% owned subsidiary of the Group and which has its shares listed on the Indonesia Stock Exchange;   |
| “Indofood Group”             | Indofood and its subsidiaries from time to time;  |
| “Indomaret”                  | PT Indomarco Prismatama, a company in which Mr. Salim has an aggregate effective interest of approximately 79.8% and an associate of Mr. Salim;   |
| “Listing Rules”              | the Rules Governing the Listing of Securities on the Stock Exchange;  |
| “LPI”                        | PT Lajuperdana Indah, a joint venture plantation company between SIMP and the Salim Group;  |
| “Mr. Salim”                  | Mr. Anthoni Salim, the Chairman of the Board, a substantial shareholder of the Company and the President Director and CEO of Indofood;  |
| “NIC”                        | PT Nippon Indosari Corpindo Tbk, a company in which Mr. Salim has an aggregate effective interest of approximately 40.0% and an associate of Mr. Salim;   |
| “November 2019 Announcement” | the Company’s announcement dated 5 November 2019;   |
| “October 2020 Announcement”  | the Company’s announcement dated 15 October 2020;   |
| “Pinehill”                   | Pinehill Company Limited, a company incorporated in the British Virgin Islands which became a wholly owned subsidiary of ICBP, and a consolidated subsidiary of the Company, on completion of the Pinehill Acquisition;   |
| “Pinehill Acquisition”       | the acquisition by ICBP of the entire issued share capital of Pinehill described in the Company’s shareholders’ circular dated 23 June 2020, which acquisition was completed on 27 August 2020 as disclosed in the Company’s announcement dated 28 August 2020; |

|                           |   |
|---------------------------|---|
| “Pinehill Group”          | Pinehill and its subsidiaries from time to time;  |
| “Salim Group”             | Mr. Salim, and companies controlled by him;   |
| “SDM”                     | PT Sumberdaya Dian Mandiri, a company in which Mr. Salim has an aggregate effective interest of 100.0% and an associate of Mr. Salim;   |
| “SIMP”                    | PT Salim Ivomas Pratama Tbk, a member of the Indofood Group;  |
| “Special General Meeting” | a special general meeting of the Company’s shareholders held on 16 December 2019, convened by the 2019 Circular;  |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited;  |
| “TJTI”                    | Tasali Jordan Trading Institute, a company incorporated in Jordan, as more particularly described in the paragraph headed “Information in respect of the counterparties to the continuing connected transactions” in this announcement; |
| “US\$”                    | United States dollars, the lawful currency of the United States of America; and   |
| “%”                       | per cent.   |

*Percentages and figures expressed in millions have been rounded.*

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

Hong Kong, 20 October 2021



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

***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

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