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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

SUBSCRIPTION OF SHARES IN PT MARGAUTAMA NUSANTARA BY WARRINGTON INVESTMENT PTE. LTD. AND PT METRO PACIFIC TOLLWAYS INDONESIA

SUBSCRIPTION OF SHARES BY WARRINGTON INVESTMENT PTE. LTD. IN PT MARGAUTAMA NUSANTARA

On 3 November 2023, MUN, an Indonesian majority-owned indirect subsidiary of the Group, entered into a share subscription agreement with WIPL, an investment vehicle managed by GICSI which is a wholly-owned subsidiary of GIC, for the subscription by WIPL of 2,673 primary shares in MUN, representing an approximately 33% equity stake in MUN, on a fully diluted basis, for a total subscription price of approximately IDR3,317.2 billion (approximately equivalent to US\$209.9 million or HK\$1.6 billion).

SUBSCRIPTION OF SHARES BY PT METRO PACIFIC TOLLWAYS INDONESIA IN PT MARGAUTAMA NUSANTARA

On the same day, MUN entered into a separate share subscription agreement with MPTI, an indirect wholly-owned subsidiary of MPTC which is a Philippine affiliate of the Company, for the subscription by MPTI of 833 primary shares in MUN, on a fully diluted basis, representing an approximately 10.3% equity stake in MUN, for a total subscription price of approximately IDR1,033.8 billion (approximately equivalent to US\$65.4 million or HK\$510.4 million).

LISTING RULES IMPLICATIONS

As the share subscriptions involve both acquisition and disposal of shares in MUN, therefore, pursuant to Rule 14.24 of the Listing Rules, the share subscriptions will be classified by reference to the larger of the acquisition or disposal, and subject to the reporting, disclosure and/or shareholder approval requirements applicable to such classification.

Accordingly, as one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the share subscriptions is more than 5% but all of the applicable percentage ratios are less than 25%, the share subscriptions are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DIRECTORS' VIEWS

The Directors consider that the terms of GIC Subscription, MPTI Subscription and the investment agreement of MUN are fair and reasonable and that they are on normal commercial terms (as far as the Company is concerned) and in the interests of the Company and the Shareholders as a whole.

To the best of the Directors' knowledge and information, no Director has any material interest in, or otherwise is required to abstain from voting on, the resolutions of the board of Directors of the Company in considering and approving the GIC Subscription, the MPTI Subscription and the investment agreement of MUN.

SUBSCRIPTION OF SHARES BY WARRINGTON INVESTMENT PTE. LTD. IN PT MARGAUTAMA NUSANTARA

On 3 November 2023, PT Margautama Nusantara (“MUN”), an Indonesian majority-owned indirect subsidiary of the Group, entered into a share subscription agreement (“**GIC Subscription**”) with Warrington Investment Pte. Ltd. (“**WIPL**”), an investment vehicle managed by GICSI which is a wholly-owned subsidiary of GIC, for the subscription by WIPL of 2,673 primary shares in MUN, representing an approximately 33% equity stake in MUN, on a fully diluted basis, for a total subscription price of approximately IDR3,317.2 billion (approximately equivalent to US\$209.9 million or HK\$1.6 billion).

SUBSCRIPTION OF SHARES BY PT METRO PACIFIC TOLLWAYS INDONESIA IN PT MARGAUTAMA NUSANTARA

On the same day, MUN entered into a separate share subscription agreement (“**MPTI Subscription**”) with MPTI, an indirect wholly-owned subsidiary of MPTC which is a Philippine affiliate of the Company, for the subscription by MPTI of 833 primary shares in MUN, on a fully diluted basis, representing an approximately 10.3% equity stake in MUN, for a total subscription price of approximately IDR1,033.8 billion (approximately equivalent to US\$65.4 million or HK\$510.4 million).

MPTI would own a 10.3% equity stake in MUN, on a fully diluted basis, following the MPTI Subscription.

Completion of the GIC Subscription and the MPTI Subscription is subject to the fulfillment of certain closing conditions, including the procurement of regulatory approvals.

WIPL, MPTI, and MUN (among others) have also entered into an investment agreement relating to the governance and management of MUN, principal terms of which are summarised as follows:

Composition of board and committees

At completion of the share subscriptions, the board of directors of MUN shall be composed of up to 9 members. In addition, the board of commissioners of MUN shall be composed of up to 5 members with MPTI and Nusantara having the right to appoint the majority, subject to maintaining an effective majority ownership in MUN. The board of commissioners may delegate work to board committees including an Audit Committee, Corporate Governance and Risk Committee, Remuneration and Nomination Committee and Finance Committee, and any other committees as considered necessary and appropriate to be formed by MUN, as determined by the board of commissioners.

Funding

It is the intention of the shareholders of MUN that MUN should to the extent reasonably practicable self-funding, failing which, MUN shall seek third party financing to fund its business operations. No shareholder shall be obliged to contribute further funds in the form of equity or debt or provide any security or guarantee to any MUN group companies.

Reserved matters

A number of key corporate acts of MUN are reserved matters requiring the approval of a specified majority of the board of commissioners or the shareholders in a general meeting with an additional affirmative vote of MUN shareholders holding a certain minimum amount of shares or their commissioners (as the case may be), including (without limitation), approval or amendment of annual business plan or budget, establishment of new board committee, entry into termination or material breach of material transaction, issuances of new shares, participation in third party toll-road construction outside of the scope of the toll-road concession of the MUN group, entry into material related party transactions.

Deadlock and termination

The agreement contains provisions for resolution of deadlock in relation to reserved matters and also contains provisions for a non-defaulting shareholder to terminate the agreement.

Share transferability

The agreement includes certain customary restrictions on share transfers, including rights of first refusal and tag along rights (subject to permitted transfers to affiliates free of such rights), restrictions on the creation of encumbrance over MUN common shares, and provisions regulating related party transactions.

As at the date of this announcement, MPTC holds an effective ownership in MUN of 71.5%. Upon completion of the GIC Subscription and the MPTI Subscription, MPTC's effective ownership in MUN shall be reduced to 50.9% on a fully diluted basis. The MPTI Subscription shall be funded by MPTC's internal resources with no additional investment from MPIC or the Company.

Upon completion of the share subscriptions, MUN would continue to be a majority-owned indirect subsidiary of the Group.

MAJOR TERMS OF THE GIC SUBSCRIPTION

Date	:	3 November 2023
Parties	:	MUN and WIPL
Consideration	:	The consideration for the GIC Subscription is IDR3,317.2 billion (approximately equivalent to US\$209.9 million or HK\$1.6 billion) payable upon closing.
Basis of determination of the consideration	:	The consideration was determined after arm's length negotiations between WIPL and MUN on normal commercial terms, after taking into account the business and net assets of MUN, and the reasons for and benefits of the GIC Subscription as described in the paragraph headed "Reasons for and Benefits of the Proposed Transactions", below.
Conditions precedent	:	Completion is conditional upon the satisfaction or waiver, where applicable, of the following conditions: (i) Nusantara having obtained (a) a fairness opinion from an OJK registered appraiser and (b) an approval by the independent shareholders of Nusantara, which is required because of the dilution of Nusantara's equity in MUN from 76.5% to 43.4%, as a result of the share subscriptions and which would lead to the financial statements of MUN ceasing to be consolidated with Nusantara's;

- (ii) execution of an investment agreement relating to the governance and management of MUN; and
 - (iii) other customary conditions such as all necessary corporate, contractual and shareholders' approvals having been obtained.
- Completion date : Completion shall take place six (6) business days after the date on which all of the conditions referred to above have been satisfied and/or waived, where applicable.
- Governing law : Laws of the Republic of Indonesia

MAJOR TERMS OF THE MPTI SUBSCRIPTION

- Date : 3 November 2023
- Parties : MUN and MPTI
- Consideration : The consideration for the MPTI Subscription is IDR1,033.8 billion (approximately equivalent to US\$65.4 million or HK\$510.4 million) payable upon closing.
- Basis of determination of the consideration : The consideration was determined on normal commercial terms, after taking into account the business and net assets of MUN, and the reasons for and benefits of the MPTI Subscription as described in the paragraph headed "Reasons for and Benefits of the Proposed Transactions", below.
- Conditions precedent : Completion is conditional upon the satisfaction or waiver, where applicable, of the following conditions:
- (i) Nusantara having obtained (a) a fairness opinion from an OJK registered appraiser and (b) an approval by the independent shareholders of Nusantara, which is required because of the dilution of Nusantara's equity in MUN from 76.5% to 43.4%, as a result of the share subscriptions and which would lead to the financial statements of MUN ceasing to be consolidated with Nusantara's;
 - (ii) execution of an investment agreement relating to the governance and management of MUN; and

- (iii) other customary conditions such as all necessary corporate, contractual and shareholders' approvals having been obtained.

Completion date : Completion shall take place six (6) business days after the date on which all of the conditions referred to above have been satisfied and/or waived, where applicable.

Governing law : Laws of the Republic of Indonesia

REASONS FOR AND BENEFITS OF THE PROPOSED TRANSACTIONS

MUN has investments in several toll-road concessions in Indonesia, including the following:

1. Bintaro Serpong Damai (“**BSD**”) – BSD toll road provides direct access from urban area to Jakarta inner city (Central Business District). The 7.25 km toll road connects Serpong and Pondok Aren, South Tangerang. Its commercial operation started in 1999. MUN directly holds 88.9% in BSD;
2. PT Makassar Metro Network (“**MMN**”) – MMN toll road provides direct access from Makassar (the largest city in eastern Indonesia) to harbour. The 10.25 km toll road connects Soekarno-Hatta port in Makassar and AP Pettarani road (Urip Sumoharjo flyover). The MMN toll road is also connected to the Jalan Tol Seksi Empat toll road midway. Its commercial operation started in 1998. MUN directly holds 99.6% in MMN;
3. Jalan Tol Seksi Empat (“**JTSE**”) – JTSE toll road provides direct access from Makassar (the largest city in eastern Indonesia) to airport. The 11.57 km toll road connects Tallo Bridge to the Mandai Makassar intersection, providing access to Sultan Hasanuddin International Airport as well as the national road to Maros. Its commercial operation started in 2008. MUN indirectly holds 99.4% in JTSE;
4. Jakarta Lingkar Baratsatu (“**JLB**”) – JLB toll road provides direct access to Jakarta International Airport. The 9.7 km toll road connects Kebon Jeruk (West Jakarta) with Penjaringan and the Soekarno-Hatta International Airport area, Cengkareng. Its commercial operation started in 2010. MUN directly holds 35.0% in JLB; and
5. Jakarta-Cikampek Elevated (“**Japex**”) – Japex is a 38 km fully elevated toll road forming part of the trans-Java network, connecting Jakarta (the capital city of the Republic of Indonesia) to West, Central and East Java in Indonesia. Japex has been in operation since 12 December 2019. MUN directly holds 40.0% in Japex.

The proceeds of the said subscriptions will be utilised to refinance certain debt obligations and financing and transaction costs relating to the acquisition of 40.0% of Japex announced by the Company on 4 July 2022 and will support the continuing growth of MPTC's toll road investment portfolio in Indonesia. Furthermore, the additional subscription by MPTI shall result in MPTC retaining effective control over MUN.

No gain or loss is expected to accrue at the Group's level as the share subscriptions involve the primary issuance of shares in MUN, which will not result in MUN ceasing to be a majority-owned indirect subsidiary of the Group.

LISTING RULES IMPLICATIONS

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The Directors consider that the terms of GIC Subscription, MPTI Subscription and the investment agreement of MUN are fair and reasonable and that they are on normal commercial terms (as far as the Company is concerned) and in the interests of the Company and the Shareholders as a whole.

To the best of the Directors' knowledge and information, no Director has any material interest in, or otherwise is required to abstain from voting on, the resolutions of the board of Directors of the Company in considering and approving the GIC Subscription, the MPTI Subscription and the investment agreement of MUN.

INFORMATION ON THE COMPANY

The Company is a Hong Kong-based investment holding company with investments located in Asia-Pacific. The Company's principal investments are in consumer food products, telecommunications, infrastructure and natural resources.

INFORMATION ON MPIC

MPIC is a Philippine affiliate of the Company, in which the Group indirectly holds approximately a 48.2% economic interest. MPIC is one of the largest infrastructure investment management and holding companies in the Philippines, with investments in the country's largest electricity distributor, toll road operator, water distributor and light rail operation. MPIC also holds investments in healthcare, petroleum storage, agriculture and real estate. MPIC's financial results are consolidated in the Group's financial statements.

INFORMATION ON MPTC

MPTC is a subsidiary owned as to 99.9% by MPIC. It is principally engaged in toll road development and toll road operations and management.

INFORMATION ON MPTI

MPTI is a wholly-owned indirect subsidiary of MPTC incorporated and established under and by virtue of the laws of Indonesia. MPTI is an investment holding company for toll roads operation in Indonesia.

INFORMATION ON MUN

MUN is an indirect majority-owned subsidiary of MPTC, whose immediate parent company is Nusantara, a publicly-listed company on the Indonesia Stock Exchange. It is principally engaged in toll road operations in Indonesia.

Set out below is the financial information in respect of MUN extracted from audited consolidated financial statements for the two financial years ended 31 December 2022 and 2021 and unaudited interim consolidated financial statements for the six months ended 30 June 2023:

- (1) For the financial year ended 31 December 2022, the audited net profits of MUN were approximately IDR191.3 billion (approximately equivalent to US\$12.8 million or HK\$99.8 million) before taxation and IDR140.6 billion (approximately equivalent to US\$9.4 million or HK\$73.3 million) after taxation.
- (2) For the financial year ended 31 December 2021, the audited net profits of MUN were approximately IDR101.2 billion (approximately equivalent to US\$7.1 million or HK\$55.4 million) before taxation and IDR63.9 billion (approximately equivalent to US\$4.5 million or HK\$35.1 million) after taxation.
- (3) As at 31 December 2022, the audited net asset value of MUN attributable to its shareholders was approximately IDR2,525.6 billion (approximately equivalent to US\$160.5 million or HK\$1.3 billion). As at 30 June 2023, the unaudited net asset value of MUN attributable to its shareholders was approximately IDR2,365.5 billion (approximately equivalent to US\$157.4 million or HK\$1.2 billion).

INFORMATION ON WIPL

WIPL is an investment holding company established and incorporated under the laws of Singapore and is a wholly-owned indirect subsidiary of GIC Ventures. GIC Ventures is a private limited company incorporated under the laws of Singapore. GIC Ventures is wholly-owned by the Minister for Finance, a statutory body corporate established under the Minister for Finance (Incorporation) Act 1959 of the Singapore Statutes to own and administer assets of the Government of Singapore. WIPL was incorporated in 2010 for the purpose of investing in specific projects managed by GICSI, the private equity and infrastructure investment arm of GIC. GIC is a global investment firm which manages Singapore's foreign reserves. GIC is incorporated in Singapore and wholly owns GICSI.

GIC currently owns an indirect non-controlling stake in a Philippine associate of MPIC which is invested in the hospital sector. However, to the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, WIPL and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

DEFINITIONS

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

“Company”	First Pacific Company Limited, an exempted company incorporated in Bermuda and having its shares listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“GIC”	GIC Private Limited, a company organised and established under the laws of the Republic of Singapore with limited liability;
“GICSI”	GIC Special Investments Private Limited, a company organised and established under the laws of the Republic of Singapore with limited liability;
“GIC Ventures”	GIC (Ventures) Pte. Ltd., a company organised and established under the laws of the Republic of Singapore with limited liability;
“Group”	together, the Company, its subsidiaries and/or its Philippine affiliates;
“HK\$”	Hong Kong dollar, the lawful currency of the Hong Kong Special Administrative Region of the People's Republic of China;

“IDR”	Indonesian Rupiah, the lawful currency of the Republic of Indonesia;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“MPIC”	Metro Pacific Investments Corporation, a company organised and established under the laws of the Republic of the Philippines with limited liability;
“MPTC”	Metro Pacific Tollways Corporation, a company organised and established under the laws of the Republic of the Philippines with limited liability, the shares of which are 99.9% owned by MPIC;
“MPTI”	PT Metro Pacific Tollways Indonesia, a company organised and established under the laws of the Republic of Indonesia;
“MUN”	PT Margautama Nusantara, a company organised and established under the laws of the Republic of Indonesia;
“Nusantara”	PT Nusantara Infrastructure Tbk, a company organised and established under the laws of the Republic of Indonesia, the shares of which are listed on the Indonesia Stock Exchange and 76.3% effectively owned by MPTC;
“OJK”	Otoritas Jasa Keuangan, a financial services authority in Indonesia;
“Shareholders”	holders of the shares in the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“US\$”	United States dollar, the lawful currency of the United States of America.

In this announcement, unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rate of US\$1.00 = IDR15,800 = HK\$7.8. Percentages and figures expressed in millions and billions have been rounded.

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

Hong Kong, 6 November 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