

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: <http://www.firstpacific.com>

(Stock Code: 00142)

OVERSEAS REGULATORY ANNOUNCEMENT

(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 filing made by PT Indofood Sukses Makmur Tbk (“Indofood”), a 50.1% owned subsidiary of First Pacific Company Limited, to the Indonesia Stock Exchange, in relation to the tender offer by Indofood for shares in China Minzhong Food Corporation Limited.

Dated this the 2nd day of September, 2013

As at the date of this announcement, the board of directors of First Pacific Company Limited comprises the following Directors:

Executive Directors:

Manuel V. Pangilinan, *Managing Director and CEO*

Edward A. Tortorici

Robert C. Nicholson

Non-executive Directors:

Anthoni Salim, *Chairman*

Benny S. Santoso

Tedy Djuhar

Napoleon L. Nazareno

Independent Non-executive Directors:

Graham L. Pickles

Prof. Edward K.Y. Chen, *GBS, CBE, JP*

Margaret Leung Ko May Yee, *SBS, JP*

Philip Fan Yan Hok

UNOFFICIAL TRANSLATION

No. 063/ISM/CS/IX/13

Jakarta, 2 September 2013

Indonesia Financial Services Authority
(Ex. Capital Market and Financial Institution Supervisory Agency)
Gedung Soemitro Djojohadikusumo
Jl. Lapangan Banteng Timur No. 2-4,
Jakarta 10710

Attn.: Ir. Nurhaida, MBA, Executive Chairman
Ms. Djustini Septiana, Director of Bureau of PKP – Real Sector

PT Bursa Efek Indonesia
Indonesia Stock Exchange Building, Tower 1, 4th Floor
Jl. Jend. Sudirman Kav. 52-53, Jakarta 12190
Attn.: Mr. Ito Warsito, President Director
Mr. Hoesen, Director of Companies Appraisal

PT Kustodian Sentral Efek Indonesia
Indonesia Stock Exchange Building, Tower 1, 5th Floor
Jl. Jend. Sudirman Kav.52-53, Jakarta 12190
Attn.: Mr. Heri Sunaryadi, President Director

Re.: Public Disclosure of PT Indofood Sukses Makmur Tbk (the “Company”)

Dear Sirs/Madam,

Referring to the Disclosure of PT Indofood Sukses Makmur Tbk (the “Company”), No. 062/ISM/CS/IX/13, dated 2 September 2013, submitted early this morning, and to comply with the Capital Market and Financial Institutions Supervisory Agency (“Bapepam-LK”) Regulation No. X.K.1, Attachment of Decree of Bapepam-LK Chairman No. Kep 86/PM/1966 dated 24 January 1996 regarding Public Disclosure, as well as the Stock Exchange Regulation, the Company hereby announces that in regards to the possible offer for China Minzhong Food Corporation Limited (“CMFC”)’s shares, which is listed on Singapore Stock Exchange (“SGX-ST”), the Company today has increased its shareholdings in CMFC to 33.49%.

As such, in compliance with Rule 14.1 of the Singapore Code on Take-overs and Mergers, which requires a shareholder with a stake of 30% or more to do a mandatory tender offer for the remaining shares held by the remaining shareholders, the Company has announced a tender offer for the remaining issued shares of CMFC owned by the remaining shareholders (“Tender Offer”).

Tender Offer will be conducted based on following conditions:

- a. Tender Offer will be valid for all issued shares of CMFC, excluding the shares owned by the Company, including all new shares unconditionally issued or to be issued pursuant to CMFC Employee Share Option Scheme 2010 on or prior to the close of Tender Offer (“Offer Shares”).
- b. The Tender Offer will be conducted if Offer Shares, together with the shares already owned by the Company exceed more than 50% of the total issued shares of CMFC.

- c. The offer price is SGD1.12 per share. The offer price has been determined on the basis that the shares will be acquired with the right to receive any dividends that may be declared, made or paid by CMFC (including the rights on dividend for 2013 year book declared by CMFC amounting SGD0.01 per share).

With regards to the above mentioned transaction, if the transaction value of Tender Offer combined with the transaction value of prior share purchase made by the Company on CMFC will not exceed 20% of the Company's total equity as stated in the financial statement of the Company and its Subsidiaries as of 30 June 2013, the transaction is not a material transaction as stipulated in Bapepam-LK Regulation No. IX.E.2 Attachment of Decree of Bapepam-LK Chairman No. Kep-614/BL/2011 dated 28 November 2011 regarding Material Transaction and Changing in Core Business. The transaction is also not an affiliated transaction and conflict of interest as stipulated in Bapepam-LK Regulation No. IX.E.1 Attachment of Decree of Bapepam-LK Chairman No. Kep-412/BL/2009 dated 25 November 2009 regarding Transaction with Affiliated Parties and Conflict of Interest on Certain Transaction.

Thank you for your kind attention.

Sincerely,
PT INDOFOOD SUKSES MAKMUR Tbk

Werianty Setiawan
Director & Corporate Secretary

C.c. PT Indonesia Capital Market Electronic Library

MISCELLANEOUS :: MANDATORY CONDITIONAL CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF PT INDOFOOD SUKSES MAKMUR TBK FOR CHINA MINZHONG FOOD CORPORATION LIMITED

 Like < 0  Tweet < 0  +1 0  Share

*Asterisks denote mandatory information.

Name of Announcer *	UOB KAY HIAN PRIVATE LIMITED
Company Registration No.	197000447W
Announcement submitted on behalf of	PT INDOFOOD SUKSES MAKMUR TBK
Announcement is submitted with respect to *	CHINA MINZHONG FOOD CORP LTD
Announcement is submitted by *	DING HOCK CHAI
Designation *	EXECUTIVE DIRECTOR
Date & Time of Broadcast	02-Sep-2013 14:35:53
Announcement No.	00032

>> ANNOUNCEMENT DETAILS

The details of the announcement start here

Announcement Title *	MANDATORY CONDITIONAL CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF PT INDOFOOD SUKSES MAKMUR TBK FOR CHINA MINZHONG FOOD CORPORATION LIMITED
Description	PLEASE SEE ATTACHED.
Attachments	@ Offer Announcement.pdf Total size =169K (2048K size limit recommended)

MANDATORY CONDITIONAL CASH OFFER

by

UOBKayHian

UOB KAY HIAN PRIVATE LIMITED
(Company Registration No.: 197000447W)
(Incorporated in the Republic of Singapore)

for and on behalf of

Indofood
THE SYMBOL OF QUALITY FOODS

PT INDOFOOD SUKSES MAKMUR TBK
(Incorporated in Indonesia)

to acquire all the issued and paid-up ordinary shares in the capital of

CHINA MINZHONG FOOD CORPORATION LIMITED
(Company Registration No.: 200402715N)
(Incorporated in the Republic of Singapore)

other than those Shares owned, controlled or agreed to be acquired
by the Offeror as at the date of the Offer

OFFER ANNOUNCEMENT

1. INTRODUCTION

UOB Kay Hian Private Limited ("**UOBKH**") wishes to announce, for and on behalf of PT Indofood Sukses Makmur Tbk (the "**Offeror**"), that the Offeror has today agreed to acquire pursuant to married deals an aggregate of 25,590,000 issued and paid-up ordinary shares (the "**Shares**") in the capital of China Minzhong Food Corporation Limited (the "**Company**"), representing approximately 3.90% of the total number of issued Shares¹ (the "**Acquisition**"), at the price of S\$1.12 per Share.

Following the Acquisition, the Offeror owns, controls or has agreed to acquire an aggregate of 219,525,382 Shares, representing approximately 33.49% of the total issued Shares.

As a result of the Acquisition and in accordance with Rule 14.1 of the Singapore Code on Take-overs and Mergers (the "**Code**"), the Offeror will make a mandatory conditional cash offer (the "**Offer**") for all the remaining Shares, other than those Shares held by the Company as treasury shares and those Shares owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**").

¹ In this Announcement, unless otherwise stated, all references to the total number of Shares shall be to 655,439,000 Shares as reflected in the Bizfile search extracted from the Accounting and Corporate Regulatory Authority of Singapore on 30 August 2013.

2. THE OFFER

- 2.1 In accordance with Section 139 of the Securities and Futures Act (Chapter 289 of Singapore) and Rule 14 of the Code, and subject to the terms and conditions set out in the formal offer document to be issued by UOBKH for and on behalf of the Offeror (the "**Offer Document**"), the Offeror will make the Offer for the Offer Shares on the following basis:

For each Offer Share: S\$1.12 in cash (the "Offer Price**").**

- 2.2 The Offer Shares will be acquired (a) fully paid, (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever ("**Encumbrances**"), and (c) together with all rights, benefits and entitlements attached thereto as at the date of this Announcement (the "**Offer Announcement Date**") and hereafter attaching thereto (including the right to receive and retain all dividends, other distributions and return of capital (if any) which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date).

Without prejudice to the generality of the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any dividends that may be declared, made or paid by Company on or after the Offer Announcement Date (including the first and final dividend of S\$0.01 per Share ("**2013 Dividend**") as announced on 29 August 2013 in the Company's financial statement announcement for the financial year ended 30 June 2013 ("**FY2013 Announcement**"). In the event any dividend has been paid by the Company to a shareholder of the Company ("**Shareholder**") who accepts the Offer, the Offer Price payable to such accepting Shareholder shall be reduced by an amount which is equal to the amount of such dividend paid by the Company to such accepting Shareholder.

Accordingly, the following will apply if any dividend (including the 2013 Dividend) is declared, made or paid by the Company on or after the date of this Announcement:

- (a) if the settlement date in respect of the Offer Shares accepted pursuant to the Offer falls on or before the books closure date for the determination of entitlements to the dividend ("**Books Closure Date**"), the Offeror will pay the relevant accepting Shareholders the Offer Price of S\$1.12 in cash for each Offer Share, as the Offeror will receive the dividend in respect of those Offer Shares from the Company; and
 - (b) if the settlement date in respect of the Offer Shares accepted pursuant to the Offer falls after the Books Closure Date, the amount of the dividend in respect of such Offer Shares will be deducted from the Offer Price payable for such Offer Shares and the relevant Shareholders will receive S\$1.11, as the Offeror will not receive the dividend in respect of those Offer Shares from the Company.
- 2.3 The Offer will be extended, on the same terms and conditions, to all new Shares unconditionally issued or to be issued pursuant to the valid exercise of any options to subscribe for new Shares granted under the CMZ Employee Share Option Scheme 2010 (each, an "**Option**"), on or prior to the close of the Offer.

For the purposes of the Offer, the expression "**Offer Shares**" shall include the aforesaid Shares.

- 2.4 Pursuant to Rule 14.2 of the Code, the Offer will be conditional on the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with it holding

such number of Shares carrying more than 50% of the total voting rights attributable to the Shares as at the close of the Offer (the "**Minimum Acceptance Condition**").

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Shares which, when taken together with the number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with it holding such number of Shares carrying more than 50% of the voting rights attributable to the maximum potential issued share capital of the Company. For this purpose, the "**maximum potential issued share capital of the Company**" means the total number of Shares which would be in issue had all the Options been validly exercised, vested or released (as the case may be) as at the date of such declaration.

Save for the Minimum Acceptance Condition, the Offer is unconditional in all other respects.

3. IRREVOCABLE UNDERTAKINGS

3.1 Certain parties (the "**Undertaking Shareholders**") have given irrevocable undertakings (the "**Irrevocable Undertakings**") in favour of the Offeror to, *inter alia*, reject or procure the rejection of the Offer in respect of (a) the Offer Shares held, directly or indirectly, or controlled by them and (b) any Offer Shares which they may acquire on or after the date of their respective Irrevocable Undertakings.

The aggregate number of Shares under the Irrevocable Undertakings is 43,504,000 Shares, representing approximately 6.64% of the total issued Shares.

Details of the shareholdings of the Undertaking Shareholders prior to the making of this Announcement are as set out below:

S/No.	Undertaking Shareholders	Direct Interest		Deemed Interest		Percentage of Shares as at Offer Announcement Date	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
1.	Lin Guo Rong	13,103,000	2.00	22,411,297	3.42	35,514,297	5.42
2.	Siek Wei Ting ⁽¹⁾	7,989,703	1.22	22,411,297	3.42	30,401,000	4.64
3.	China Minzhong Holdings Limited ⁽¹⁾	22,411,297	3.42	-	-	22,411,297	3.42
4.	Wang Dazhang ⁽¹⁾	-	-	22,411,297	3.42	22,411,297	3.42
5.	Huang Bing Hui ⁽¹⁾	-	-	22,411,297	3.42	22,411,297	3.42

Note:

(1) China Minzhong Holdings Limited ("**Minzhong BVI**") owns 22,411,297 Shares, representing approximately 3.42% of the issued share capital of the Company. Minzhong BVI is solely owned by Mr. Siek Wei Ting, the Chief Financial Officer of the Company, who is holding the entire share capital in Minzhong BVI on trust for the following individuals in the respective proportions:

- (a) Mr. Lin Guo Rong, Executive Chairman and Chief Executive Officer of the Company: 24.12%
- (b) Mr. Wang Dazhang, Chief Operations Officer of the Company: 37.94%

- (c) Mr. Huang Bing Hui, Chief Technology Officer of the Company: 37.94%

3.2 Pursuant to their respective Irrevocable Undertaking, each Undertaking Shareholder has undertaken, *inter alia*, the following:

- (a) to reject the Offer (including any revised or improved Offer by or on behalf of the Offeror) in respect of all the Offer Shares held, directly or indirectly, or controlled by it (as described in paragraph 3.1 above) and any Offer Shares which they may acquire on or after the date of their respective Irrevocable Undertakings (the "**Relevant Shares**"); and
- (b) during the period commencing on the date of its Irrevocable Undertaking and ending on the closing date of the Offer, not to:
- (i) accept any other offer for all or any of the Relevant Shares; or
- (ii) directly or indirectly sell, transfer, give or otherwise dispose of (other than with the prior written consent of the Offeror), create an Encumbrance over or enter into any other arrangement that transfers to another any legal, beneficial or economic consequences of ownership of, all or any of the Relevant Shares.

The aggregate amount which would otherwise be payable by the Offeror as consideration for the Offer Shares held by the Undertaking Shareholders shall be referred to as the "**Excluded Amount**".

3.3 Each Irrevocable Undertaking will lapse on the date on which the Offer closes, lapses or is withdrawn, or such other date as may be extended by the mutual written agreement of the Offeror and the relevant Undertaking Shareholder, subject to the consent of the Securities Industry Council of Singapore and the requirements of the Code.

4. INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in Indonesia on 14 August 1990 and is listed on the Indonesia Stock Exchange.

The Offeror's business activities can be classified into four (4) complementary strategic business groups, namely:

- (a) consumer branded products group, which is led by PT Indofood CBP Sukses Makmur Tbk ("**ICBP**"), a company incorporated in Indonesia and listed on the Indonesia Stock Exchange. ICBP is one of the leading packaged food producers in Indonesia, producing a wide range of packaged food products including noodles, dairy products, food seasonings, snack foods as well as nutrition and special foods for infants and children and milk products for expectant and lactating mothers;
- (b) Bogasari group, which is primarily a producer of wheat flour and pasta;
- (c) agribusiness group, which is led by Indofood Agri Resources Ltd, a company incorporated in Singapore and listed on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The agribusiness group is a vertically integrated and diversified agribusiness group that engages in the business of oil palm plantations and edible oil and fats. In addition, the agribusiness group is also involved in the

cultivation and processing of rubber and sugar cane as well as other crops; and

- (d) distribution group, which covers the distribution of the majority of the Offeror's consumer products as well as third party products.

As at the Offer Announcement Date, the directors of the Offeror are (a) Mr. Anthoni Salim; (b) Mr. Franciscus Welirang; (c) Mr. Tjhie Tje Fie; (d) Mr. Darmawan Sarsito; (e) Mr. Taufik Wiraatmadja; (f) Mr. Joseph Bataona; (g) Mr. Moleonoto; (h) Mr. Axton Salim and (i) Ms. Werianty Setiawan.

Prior to the making of this Announcement and as a result of the Acquisition, the Offeror owned, controlled or had agreed to acquire 219,525,382 Shares, representing approximately 33.49% of the total issued Shares.

5. INFORMATION ON THE COMPANY

Based on publicly available information, the Company is incorporated in Singapore and listed on the Mainboard of the SGX-ST. The Company is a leading agricultural enterprise and is headquartered in Putian City, Fujian Province, the People's Republic of China (the "**PRC**"). The Company's operations include both processing capabilities as well as its own cultivation bases and its portfolio comprises two (2) key business segments, namely (a) processed vegetables and (b) fresh vegetables.

Based on information set out in the Company's annual report 2012, the Company's global customer base currently spans over 26 countries across four (4) continents. The Company and its subsidiaries' (the "**Group**") strategically located and geographically diversified cultivation bases in seven (7) provinces in the PRC, as well as its network of suppliers of fresh and semi-processed vegetables in 14 provinces throughout the country, enables the Group to employ a seasonally complementary approach to cultivation and leverage on favourable climatic conditions to secure fresh vegetables produce for its processing needs throughout the year. The Company's extensive processing platform that encompasses processing methods such as air-drying, freeze-drying, fresh-packing and brining allows the Group to offer more than 100 types of processed vegetables to its customers.

Based on publicly available information, the board of directors of the Company as at the Offer Announcement Date comprises the following:

- (i) Mr. Lin Guo Rong (Executive Chairman and Chief Executive Officer);
- (ii) Mr. Lee Edan Kietchai (Non-Executive Director);
- (iii) Mr. Wang Anson (Non-Executive Director);
- (iv) Mr. Lim Yeow Hua @ Lim You Qin (Independent Director);
- (v) Mr. Heng Hock Kiong @ Heng Hang Siong (Independent Director); and
- (vi) Mr. Lim Gee Kiat (Independent Director).

As at the Offer Announcement Date, based on the Bizfile search extracted from the Accounting and Corporate Regulatory Authority of Singapore on 30 August 2013, the Company's issued and paid-up capital comprises 655,439,000 Shares, and the Company does not hold any treasury shares.

6. RATIONALE FOR THE OFFER

As set out in paragraph 1 of this Announcement, the Offeror is making the Offer in compliance with the requirements of the Code.

7. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premia over or discounts to (as the case may be) the historical traded prices of the Shares:

	Description	Share Price (S\$) ⁽¹⁾	Premium over / (Discount to) Share Price ⁽²⁾
(a)	Last transacted price per Share on 23 August 2013 ⁽³⁾ (being the last full market day on which Shares were traded prior to the Offer Announcement Date (the " Relevant Day "))	1.015	10.34%
(b)	Last transacted price per Share on 26 August 2013 ⁽³⁾ (being the last market day on which Shares were traded prior to the Offer Announcement Date)	0.53	111.32%
(c)	Volume weighted average price (" VWAP ") of the Shares traded on the SGX-ST for the one (1)-month period prior to and including the Relevant Day	1.062	5.46%
(d)	VWAP of the Shares traded on the SGX-ST for the three (3)-month period prior to and including the Relevant Day	1.048	6.87%
(e)	VWAP of the Shares traded on the SGX-ST for the six (6)-month period prior to and including the Relevant Day	1.096	2.19%

Notes:

- (1) Based on data extracted from Bloomberg L.P.
- (2) Computed based on the Share prices which were rounded to the nearest three (3) decimal places.
- (3) There was an anomaly in the trading activity of the Shares following the issuance of a report regarding certain affairs of the Company on 26 August 2013. Trading in the Shares has been halted since 11.15 a.m. on 26 August 2013.

8. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

- 8.1 Details of (a) the holdings of (i) the Offeror and its directors, (ii) First Pacific Company Limited ("**First Pacific**") and its directors, and (iii) UOBKH, prior to the making of this Announcement, and (b) their dealings for the six (6)-month period prior to the making of this Announcement, are set out in the Appendix to this Announcement.

8.2 Save as disclosed in this Announcement, prior to the making of this Announcement, none of (a) the Offeror and its directors, (b) First Pacific and its directors, and (c) UOBKH (each, a "**Relevant Person**"):

- (i) owns, controls or has agreed to acquire any (A) Shares, (B) securities which carry voting rights in the Company, (C) convertible securities, warrants, options or derivatives in respect of, such Shares or securities (collectively, the "**Company Securities**");
- (ii) has received any irrevocable commitment or undertakings from any party to accept or reject the Offer;
- (iii) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company which might be material to the Offer; and
- (iv) has (A) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise, (B) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold) or (C) lent any Company Securities to another person.

All references to "**derivative**" include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities.

8.3 In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or may be deemed to be acting in concert with it in connection with the Offer. Further enquiries will be made in respect of such parties and the relevant disclosures, if any, will be made in the Offer Document. For the same reason, UOBKH has also not made further enquiries in respect of persons controlling, controlled by or under the same control as UOBKH. UOBKH will be making the necessary enquiries in respect of the other members of the UOBKH group subsequent to this Announcement and the relevant disclosures, if any, will be made in the Offer Document.

9. OVERSEAS SHAREHOLDERS

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. **For the avoidance of doubt, the Offer is open to all Shareholders holding Offer Shares, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.**

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer

would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Offer to Shareholders whose addresses are outside Singapore, as shown in the register of members of the Company or as the case may be, in the records of the Central Depository (Pte) Limited ("**Overseas Shareholders**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements.

The Offeror and UOBKH each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Overseas Shareholders by announcement to the SGX-ST and if necessary, by paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

10. CONFIRMATION OF FINANCIAL RESOURCES

United Overseas Bank Limited, as financier to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy in full all acceptances of the Offer, on the basis of the Offer Price (excluding the Excluded Amount).

11. OFFER DOCUMENT

The Offer Document setting out the terms and conditions of the Offer and enclosing the relevant form(s) of acceptance will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date.

Shareholders are advised to exercise caution and seek appropriate independent advice when dealing in the Shares.

12. RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately

extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by

UOB KAY HIAN PRIVATE LIMITED

For and on behalf of
PT INDOFOOD SUKSES MAKMUR TBK
2 September 2013

Any enquiries relating to this Announcement or the Offer should be directed during office hours to:

UOB Kay Hian Private Limited

Ding Hock Chai
Executive Director
Tel: +65 6590 6881
Fax: +65 6835 7632

UOB Kay Hian Private Limited

Alvin Soh
Senior Vice President
Tel: +65 6590 6881
Fax: +65 6835 7632

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor UOBKH undertakes any obligation to update publicly or revise any forward-looking statements.

APPENDIX

1. Holdings in Shares

Prior to the making of this Announcement, the number of Shares owned, controlled or agreed to be acquired by (a) the Offeror and its directors, (b) First Pacific and its directors, and (c) UOBKH are as follows:

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
PT Indofood Sukses Makmur Tbk	219,525,382	33.49%	-	-	219,525,382	33.49%
First Pacific Company Limited ⁽²⁾	-	-	219,525,382	33.49%	219,525,382	33.49%
Anthoni Salim ⁽²⁾	-	-	219,525,382	33.49%	219,525,382	33.49%

Notes:

- (1) The percentage shareholding interest is based on the issued share capital of 655,439,000 Shares as reflected in the Bizfile search extracted from the Accounting and Corporate Regulatory Authority of Singapore on 30 August 2013.
- (2) CAB Holdings Limited ("**CAB**") owns 50.07% of the issued share capital of the Offeror (i.e. PT Indofood Sukses Makmur Tbk).

First Pacific owns 100% of the issued share capital of CAB.

First Pacific Investments Limited ("**FPIL**"), together with First Pacific Investments (B.V.I.) Limited ("**FPIL BVI**"), collectively own not less than 20% of the issued share capital of First Pacific.

Accordingly, CAB, First Pacific, FPIL and FPIL BVI are deemed to be interested in the Shares held by the Offeror.

Salerni International Limited ("**Salerni**") owns more than 50% of the issued share capital of FPIL BVI and not less than 20% of the issued share capital of FPIL. Accordingly, Salerni is deemed to be interested in the Shares held by the Offeror, FPIL and FPIL BVI.

Anthoni Salim owns 100% of the issued share capital of Salerni. Accordingly, Anthoni Salim is deemed interested in the Shares held by the Offeror, FPIL and FPIL BVI.

2. Dealings in Shares

Dealings in Shares by (a) the Offeror and its directors, (b) First Pacific and its directors, and (c) UOBKH during the period commencing six (6) months prior to the making of this Announcement are as follows:

Name	Date	No. of Shares Acquired	No. of Shares Sold	Price (S\$)
PT Indofood Sukses Makmur Tbk	23 August 2013	425,000	-	1.025
	23 August 2013	175,000	-	1.020
	23 August 2013	90,000	-	1.010
	26 August 2013	110,000	-	1.015
	26 August 2013	120,000	-	1.010
	26 August 2013	80,000	-	1.005
	26 August 2013	50,000	-	1.000
	26 August 2013	140,000	-	0.995
	26 August 2013	40,000	-	0.990
	26 August 2013	20,000	-	0.985
	26 August 2013	20,000	-	0.975
	26 August 2013	170,000	-	0.970
	26 August 2013	50,000	-	0.965
	26 August 2013	60,000	-	0.930
	26 August 2013	50,000	-	0.925
	26 August 2013	30,000	-	0.920
	26 August 2013	30,000	-	0.915
	26 August 2013	30,000	-	0.910
	2 September 2013	25,590,000	-	1.120