FIRST PACIFIC COMPANY LIMITED

FIRST

第一太平

(Incorporated with limited liability under the laws of Bermuda) Website: http://www.firstpacco.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 notices relating to:-

Filings made by Indofood Agri Resources Limited ("IndoAgri"), a subsidiary of the Company, to the Singapore Stock Exchange in relation to (i) Despatch of Circular for the Proposed Acquisition of a Majority Interest in PT Perusahaan Perkebunan London Sumatra Indonesia Tbk., and (ii) Notice of Extraordinary General Meeting.

Dated this 2nd day of October, 2007

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

Anthoni Salim, *Chairman* Manuel V. Pangilinan, *Managing Director and CEO* Edward A. Tortorici Robert C. Nicholson Ambassador Albert F. del Rosario Edward K.Y. Chen*, *GBS, CBE, JP* Tedy Djuhar Sutanto Djuhar Ibrahim Risjad Benny S. Santoso Graham L. Pickles* David W.C. Tang*, *OBE*, *Chevalier de L'Ordre des Arts et des Lettres*

* Independent Non-executive Directors

MISCELLANEOUS

Page 1 of 1

Print this page

Astensks denote mandatory information		
Company Registration No.	200106551G	
Announcement submitted on behalf of	INDOFOOD AGRI RESOURCES LTD.	
Announcement is submitted with respect to *	INDOFOOD AGRI RESOURCES LTD.	
Announcement is submitted by *	Mak Mei Yook	
Designation *	Company Secretary	
Date & Time of Broadcast	02-Oct-2007 12:35:28	
Announcement No.	00020	

>> Announcement Details

The details of the announcement start here ...

Announcement Title *

Despatch of Circular - Proposed Acquisition of a Majority Interest in PT Perusahaan Perkebunan London Sumatra Indonesia TBK

Description

Attachments:

Please see attached.

DespatchCircular.pdf
 Total size = 57K
 (2048K size limit recommended)

Close Window

INDOFOOD AGRI RESOURCES LTD. (Incorporated in the Republic of Singapore) (Company Registration No.: 200106551G)

PROPOSED ACQUISITION OF A MAJORITY INTEREST IN PT PERUSAHAAN PERKEBUNAN LONDON SUMATRA INDONESIA TBK

- (A) The proposed acquisition by Indofood Agri Resources Ltd.'s (the "Company's") subsidiary, PT Salim Ivomas Pratama ("PT SIMP"), of (i) an aggregate of 500,095,000 issued ordinary shares ("Lonsum Shares") in the share capital of PT Perusahaan Perkebunan London Sumatra Indonesia Tbk ("Lonsum") and (ii) US\$47,000,000 mandatory convertible notes due 2009 ("MCNs") issued by Lonsum, representing an aggregate interest of approximately 56.4% of the enlarged issued share capital of Lonsum assuming conversion of the MCNs (the "Enlarged Capital"), for a total cash consideration of approximately \$\$810.0 million;
- (B) The proposed acquisition by the Company of 109,521,000 Lonsum Shares, representing an interest of approximately 8.0% of the Enlarged Capital, for a consideration of approximately \$\$125.1 million to be satisfied by the allotment and issue of 98,082,830 new ordinary shares in the share capital of the Company at the issue price of \$\$1.2758 per new share; and
- (C) The proposed acquisition by PT SIMP of the remaining Lonsum Shares, representing approximately 35.6% of the Enlarged Capital, by way of a tender offer,

(collectively, the "Proposed Transactions").

DESPATCH OF CIRCULAR

Further to the announcements by the Company on 25 May 2007 and 27 and 28 August 2007 in relation to the Proposed Transactions, the Board of Directors of the Company wishes to announce that the Company has today despatched a circular (the "Circular") dated 2 October 2007 in relation to the Proposed Transactions, to shareholders of the Company ("Shareholders").

The Circular contains information on the Proposed Transactions as well as the Notice of the Extraordinary General Meeting (the "EGM") of the Company to be held at Belvedere, 4th Floor, Grand Tower, Meritus Mandarin Singapore, 333 Orchard Road, Singapore 238867 on 23 October 2007 at 4.00 p.m.. A copy of the Notice of EGM is attached to this Announcement.

Shareholders who do not receive the Circular within a week from the date hereof should contact the share registrar of the Company at the following address:-

Lim Associates (Pte) Ltd 3 Church Street #08-01 Samsung Hub Singapore 049483

A copy of the Circular is available on the website of the Singapore Exchange Securities Trading Limited at <u>www.sgx.com</u>.

CIMB-GK Securities Pte. Ltd. was the financial adviser to the Company in relation to the acquisition of the entire issued share capital of Indofood Oil & Fats Pte. Ltd.. It assumes no responsibility for the contents of this announcement.

Shareholders are requested to note the following important dates and times in respect of the EGM:-

Last date and time for lodgement of Proxy Form Date and time of Extraordinary General Meeting Place of Extraordinary General Meeting

- 21 October 2007 at 4.00 p.m.
 23 October 2007 at 4.00 p.m.
 Belvedere, 4th Floor, Grand Tower Meritus Mandarin Singapore 333 Orchard Road Singapore 238867

By Order of the Board of the Company

Mark Julian Wakeford Chief Executive Officer and Executive Director 2 October 2007

NOTICE OF EXTRAORDINARY GENERAL MEETING

INDOFOOD AGRI RESOURCES LTD. (Incorporated in the Republic of Singapore) (Company Registration No. 200106551G)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Indofood Agri Resources Ltd. (the **"Company"**) will be held at Belvedere, 4th Floor, Grand Tower, Meritus Mandarin Singapore, 333 Orchard Road, Singapore 238867 on 23 October 2007 at 4.00 p.m. for the purpose of considering and, if thought fit, passing the following Ordinary Resolution:-

AS AN ORDINARY RESOLUTION

Approval of the Proposed Transactions including the Proposed Consideration Shares Issue

THAT the Proposed Transactions be and are hereby approved, and approval and authority be and are hereby given to the Directors:-

- (a) to carry out and implement the Proposed Transactions;
- (b) to allot and issue the Consideration Shares in connection with the Proposed Transactions on such terms and conditions as the Directors may deem fit; and
- (c) to do all acts and things as the Directors deem necessary or advisable in connection with the Proposed Transactions including amending the terms and conditions thereof.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 2 October 2007 (including supplements and modifications thereto).

BY ORDER OF THE BOARD Indofood Agri Resources Ltd.

Mark Julian Wakeford Chief Executive Officer and Executive Director Singapore 2 October 2007

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) The instrument or form appointing a proxy, duly executed, must be deposited at the registered office of the Company at 80 Raffles Place, #22-23 UOB Plaza 2, Singapore 048624 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.

3

MISCELLANEOUS

Page 1 of 1

Print this page

Miscellaneous Asterisks denote mandatory information		
Company Registration No.	200106551G	
Announcement submitted on behalf of	INDOFOOD AGRI RESOURCES LTD.	
Announcement is submitted with respect to *	INDOFOOD AGRI RESOURCES LTD.	
Announcement is submitted by *	Mak Mei Yook	
Designation *	Company Secretary	
Date & Time of Broadcast	02-Oct-2007 12:32:55	
Announcement No.	00019	

>> Announcement Details

The details of the announcement start here ...

Announcement Title *

Description

-

Attachments:

Please see attached.

CIMB-GK Securities Pte. Ltd. acted as the financial adviser to the Company in relation to the acquisition of the entire issued share capital of Indofood Oil & Fats Pte. Ltd.

EGMNotice.pdf
 Total size = 26K
 (2048K size limit recommended)

Notice of Extraordinary General Meeting

Close Window



INDOFOOD AGRI RESOURCES LTD.

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

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Indofood Agri Resources Ltd. (the "**Company**") will be held at Belvedere, 4th Floor, Grand Tower, Meritus Mandarin Singapore, 333 Orchard Road, Singapore 238867 on 23 October 2007 at 4.00 p.m. for the purpose of considering and, if thought fit, passing the following Ordinary Resolution:-

AS AN ORDINARY RESOLUTION

Approval of the Proposed Transactions including the Proposed Consideration Shares Issue

THAT the Proposed Transactions be and are hereby approved, and approval and authority be and are hereby given to the Directors:-

- (a) to carry out and implement the Proposed Transactions;
- (b) to allot and issue the Consideration Shares in connection with the Proposed Transactions on such terms and conditions as the Directors may deem fit; and
- (c) to do all acts and things as the Directors deem necessary or advisable in connection with the Proposed Transactions including amending the terms and conditions thereof.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 2 October 2007 (including supplements and modifications thereto).

BY ORDER OF THE BOARD Indofood Agri Resources Ltd.

Mark Julian Wakeford Chief Executive Officer and Executive Director Singapore 2 October 2007

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) The instrument or form appointing a proxy, duly executed, must be deposited at the registered office of the Company at 80 Raffles Place, #22-23 UOB Plaza 2, Singapore 048624 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.