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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 AND CONNECTED TRANSACTIONS

ACQUISITION OF INTEREST IN EGIS INVESTMENT PARTNERS PHILIPPINES, INC.

BY METRO PACIFIC TOLLWAYS CORPORATION FROM EGIS PROJECTS SAS

ACQUISITION OF INTEREST IN EASYTRIP SERVICES CORPORATION BY METRO PACIFIC TOLLWAYS CORPORATION FROM EGIS EASYTRIP SERVICES SAS

AND

MASTER SERVICES AGREEMENT BETWEEN EGIS PROJECTS PHILIPPINES, INC. AND NLEX CORPORATION IN RELATION TO THE MULTI-LANE FREE FLOW TOLLING PROJECT IN LUZON, THE PHILIPPINES

ACQUISITION OF INTEREST IN EGIS INVESTMENT PARTNERS PHILIPPINES, INC. BY METRO PACIFIC TOLLWAYS CORPORATION FROM EGIS PROJECTS SAS

On 4 October 2024, MPTC entered into the EIPPI SPA with Egis Projects and EIPPI, pursuant to which Egis Projects agreed to sell, and MPTC agreed to purchase, 307,560 common shares representing 55.42% of the outstanding capital stock of EIPPI for a cash consideration of Php5,524 million (equivalent to approximately US\$98.1 million or HK\$765.3 million) (the “EIPPI Acquisition”).

Pursuant to the EIPPI SPA, Egis Projects agreed to assign, and MPTC agreed to be assigned, the net outstanding receivables of Egis Projects from EIPPI for a cash consideration payable by MPTC to Egis Projects of Php614.1 million (equivalent to approximately US\$10.9 million or HK\$85.1 million).

As at the date of this announcement, MPTC owns 247,357 common shares representing 44.58% of the remaining outstanding capital stock of EIPPI. With effect from completion of the EIPPI Acquisition, MPTC will own 100% of the outstanding capital stock of EIPPI. As at the date of this announcement, (i) EIPPI owns 10.49% of the outstanding capital stock of NLEX, the principal asset of EIPPI; and (ii) MPTC has an approximate 77.7% aggregate economic interest in NLEX. Completion of the EIPPI Acquisition will result in an increase in MPTC's aggregate economic interest in NLEX from 77.7% to 83.6%.

As at the date of this announcement, MPTC is a Philippine affiliate of the Company in which the Group has approximately 46.3% economic interest.

ACQUISITION OF INTEREST IN EASYTRIP SERVICES CORPORATION BY METRO PACIFIC TOLLWAYS CORPORATION FROM EGIS EASYTRIP SERVICES SAS

On 4 October 2024, MPTC entered into the ESC SPA with Egis Easytrip and ESC, pursuant to which Egis Easytrip agreed to sell, and MPTC agreed to purchase, 68,000 common shares representing 34% of the outstanding capital stock of ESC for cash (the “**ESC Acquisition**”).

As at the date of this announcement, MPTC owns 132,000 common shares representing 66% of the remaining outstanding capital stock of ESC. With effect from completion of the ESC Acquisition, MPTC will own 100% of the outstanding capital stock of ESC.

MASTER SERVICES AGREEMENT BETWEEN EGIS PROJECTS PHILIPPINES, INC. AND NLEX CORPORATION IN RELATION TO THE MULTI-LANE FREE FLOW TOLLING PROJECT IN LUZON, THE PHILIPPINES

On 4 October 2024, NLEX entered into the MLFF MSA with EPPI, pursuant to which EPPI shall provide turnkey design, engineering, supply, construction, installation, integration, testing, go-live, commissioning, operation, maintenance and related services for a multi-lane free flow tolling system on the MPTC toll roads in the Philippines in accordance with the terms of the MLFF MSA.

As at the date of this announcement, MPTC has an approximate 77.7% aggregate economic interest in NLEX. EPPI is owned as to approximately 99.99% by Egis Projects.

I. ACQUISITION OF INTEREST IN EGIS INVESTMENT PARTNERS PHILIPPINES, INC. BY METRO PACIFIC TOLLWAYS CORPORATION FROM EGIS PROJECTS SAS

On 4 October 2024, MPTC entered into the EIPPI SPA with Egis Projects and EIPPI, pursuant to which Egis Projects agreed to sell, and MPTC agreed to purchase, 307,560 common shares representing 55.42% of the outstanding capital stock of EIPPI for a cash consideration of Php5,524 million (equivalent to approximately US\$98.1 million or HK\$765.3 million).

Pursuant to the EIPPI SPA, Egis Projects agreed to assign, and MPTC agreed to be assigned, the net outstanding receivables of Egis Projects from EIPPI for a cash consideration payable by MPTC to Egis Projects of Php614.1 million (equivalent to approximately US\$10.9 million or HK\$85.1 million).

As at the date of this announcement, MPTC owns 247,357 common shares representing 44.58% of the remaining outstanding capital stock of EIPPI. With effect from completion of the EIPPI Acquisition, MPTC will own 100% of the outstanding capital stock of EIPPI. As at the date of this announcement, (i) EIPPI owns 10.49% of the outstanding capital stock of NLEX, the principal asset of EIPPI; and (ii) MPTC has an approximate 77.7% aggregate economic interest in NLEX. Completion of the EIPPI Acquisition will result in an increase in MPTC's aggregate economic interest in NLEX from 77.7% to 83.6%.

MPTC is a Philippine affiliate of the Company in which the Group has approximately 46.3% economic interest.

The principal terms of the EIPPI SPA are summarised as follows:

Date

4 October 2024

Parties

- (1) MPTC, as purchaser
- (2) Egis Projects, as seller
- (3) EIPPI, the shares of which are the subject of the EIPPI Acquisition

Subject matter

307,560 common shares representing 55.42% of the outstanding capital stock of EIPPI

Total consideration

The total consideration under the EIPPI SPA comprises:

- (1) Php5,524 million (equivalent to approximately US\$98.1 million or HK\$765.3 million) for the EIPPI Sale Shares; and
- (2) Php614.1 million (equivalent to approximately US\$10.9 million or HK\$85.1 million) for the assignment of the net outstanding receivables of Egis Projects from EIPPI.

Method of payment of the total consideration

The total consideration under the EIPPI SPA is payable in full in cash by MPTC to Egis Projects on completion of the EIPPI Acquisition.

Basis of determination of the total consideration

The total consideration was determined after arm's length negotiations between Egis Projects and MPTC on normal commercial terms after taking into account (i) a business review and financial analysis of NLEX, (ii) the reasons for and benefits of the transaction as described in the paragraph headed "Reasons for and Benefits of Entering into the EIPPI SPA" below and (iii) a reference to the value of NLEX based on the market approach using a EV/EBITDA (enterprise value-to-earnings before interests, taxes, depreciation and amortisation) multiple of 9.3 times. This multiple was established through a combination of data of other select peer trading comparables collected from the open market, not constituting a profit forecast within the meaning of the Listing Rules. Given the nature of operational toll road concession businesses, MPTC believes that use of the EV/EBITDA multiple is the right valuation metric for the EIPPI Acquisition, with adjustments made for EIPPI being a non-public company.

The selection of the trading comparables under the market approach followed a rigorous identification process to ensure their alignment with EIPPI’s business nature, market conditions, regulatory environments, geographical operations and industry dynamics, including the following:

- Principally engaged in the development, management and operation of regulated infrastructure assets in the Philippines; or
- Principally engaged in the development, management and operation of toll roads in Southeast Asia or India; and
- Positive profit contribution for the year ended 31 December 2023.

The said market comparables and their EV/EBITDA multiples are set forth in the table below:

	EV/23A EBITDA
IRB Infrastructure Developers	15.1x
Jasa Marga	10.8x
Manila Electric Company	9.1x
Manila Water Co. Inc.	7.7x
Synergy Grid & Development Philippines, Inc.	7.3x
Mean, Selected Philippine Regulated Infrastructure	10.0x
EIPPI Acquisition	9.3x

The economic terms of the EIPPI Acquisition implies the same equity valuation of NLEX at which MPTC acquired a 2.61% stake in NLEX from the government of the Republic of the Philippines in August 2024.

Conditions to completion

Completion of the EIPPI Acquisition is conditional on the satisfaction and/or waiver, where applicable, of the following conditions:

- (1) Customary conditions such as (i) all necessary corporate and regulatory approvals having been obtained, (ii) the representations and warranties given by each of MPTC and Egis Projects under the EIPPI SPA being true and correct in all material respects as of the completion date, (iii) the covenants and agreements required to be complied with by either party on or before the completion date having been complied with on or before the completion date, (iv) the EIPPI SPA not having been terminated in accordance with its terms, and (v) absence of action, proceeding or investigation by or before any court or government body;
- (2) An approval, no objection, no-further action or favourable ruling from the Philippine Competition Commission in relation to the EIPPI Acquisition or otherwise deemed approval of the EIPPI Acquisition under the Philippine Competition Act having been obtained, and the continued validity thereof;
- (3) Waivers and/or consents of other shareholders of NLEX required under the shareholders' agreement among shareholders of NLEX having been obtained; and
- (4) All conditions to completion under the ESC SPA having been satisfied and/or waived by the parties thereto.

Completion

Completion of the EIPPI Acquisition shall take place on a day which is three business days (or on such other date as may be agreed between the parties to the EIPPI SPA) after the date on which all of the conditions to completion are confirmed by the parties to have been satisfied and/or waived (as the case may be) in accordance with the EIPPI SPA.

SHAREHOLDING IN EIPPI UPON COMPLETION UNDER THE EIPPI SPA

As at the date of this announcement, MPTC owns 247,357 common shares representing 44.58% of the remaining outstanding capital stock of EIPPI. With effect from completion of the EIPPI Acquisition, MPTC will own 100% of the outstanding capital stock of EIPPI.

REASONS FOR AND BENEFITS OF ENTERING INTO THE EIPPI SPA

The acquisition of shares in EIPPI, thereby increasing MPTC's effective shareholding in NLEX, is expected to further enhance MPTC's financial performance. NLEX holds key toll road concessions in the Philippines including North Luzon Expressway, Subic-Clark-Tarlac Expressway and NLEX-SLEX Connector Road, which is expected to continue contributing significantly to MPTC's cash flows through its robust cash flow profile over the remaining concession period in the near term. The Group is optimistic on NLEX's ability to further grow its revenue, on the back of strong traffic demand along with its ability to navigate local regulations and implement expansion programs.

The acquisition is also aligned with the development strategy of the Group to invest in infrastructure projects and to focus on existing revenue-generating toll road projects.

INFORMATION ON THE COMPANY AND PARTIES TO THE EIPPI SPA

The Company

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

MPTC

MPTC is a subsidiary owned as to 99.9% by MPIC. It principally invests in companies engaged in toll road development and toll road operations and management. MPIC is a Philippine affiliate of the Company, in which the Group holds approximately a 46.3% 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.

EGIS Projects

Egis Projects is a company duly organised and existing under the laws of France. Egis Projects is a member of the Egis Group, an international developer of infrastructure and services comprising of design, engineering, financing, operations and maintenance for transport infrastructure and service provider for the road users. Egis Projects is a major player in public-private partnerships, operating over 4,500 kilometers of roads, 92 kilometers of tunnels and 20 airports across 5 continents. Its purpose is to develop transport infrastructure that connects people and communities worldwide in innovative and sustainable ways. The major shareholders of the Egis Group comprise Tikehau Capital (40%) via its T2 Energy Transition fund, Caisse des Dépôts (34%) and its partner managers and employees (26%) through Egis Partenaires and a Corporate Mutual Fund share.

EIPPI

EIPPI is a private company duly organised and existing under the laws of the Philippines. EIPPI is the investment and development arm of France-based Group Egis in the Philippines. NLEX is the only major asset of EIPPI.

The original acquisition cost of the EIPPI Sale Shares to Egis Projects was Php31 million (equivalent to approximately US\$0.6 million or HK\$4.3 million).

NLEX

NLEX is a company engaged in the development, design, construction, finance, operation and management of toll road projects in the Philippines. It has been awarded the North Luzon Expressway project by the Republic of the Philippines, acting by and through the Toll Regulatory Board, and the NLEX-SLEX Connector Road project by the Philippine Department of Public Works and Highways. As at the date of this announcement, MPTC directly and indirectly owns NLEX as to approximately 77.7%. As at the date of this announcement, the Group has approximately 46.3% economic interest in MPTC.

Set out below is financial information of NLEX for the financial years ended 31 December 2023 and 31 December 2022:

- (1) For the financial year ended 31 December 2023, NLEX's audited profits before taxation was approximately Php12,191.4 million (equivalent to approximately US\$219.4 million or HK\$1.7 billion) and NLEX's audited profits after taxation was approximately Php10,012.8 million (equivalent to approximately US\$180.2 million or HK\$1.4 billion).
- (2) For the financial year ended 31 December 2022, NLEX's audited profits before taxation was approximately Php9,786.5 million (equivalent to approximately US\$179.7 million or HK\$1.4 billion) and NLEX's audited profits after taxation was approximately Php8,004.0 million (equivalent to approximately US\$146.9 million or HK\$1.1 billion).
- (3) As at 31 December 2023, NLEX's audited net asset value was approximately Php28,142.4 million (equivalent to approximately US\$508.3 million or HK\$4.0 billion).

II. ACQUISITION OF INTEREST IN EASYTRIP SERVICES CORPORATION BY METRO PACIFIC TOLLWAYS CORPORATION FROM EGIS EASYTRIP SERVICES SAS

On 4 October 2024, MPTC entered into the ESC SPA with Egis Easytrip and ESC, pursuant to which Egis Easytrip agreed to sell, and MPTC agreed to purchase, 68,000 common shares representing 34% of the outstanding capital stock of ESC for cash.

As stated in this announcement above, MPTC is a Philippine affiliate of the Company in which the Group has approximately 46.3% economic interest.

As at the date of this announcement, MPTC owns 132,000 common shares representing 66% of the remaining outstanding capital stock of ESC. With effect from completion of the ESC Acquisition, MPTC will own 100% of the outstanding capital stock of ESC.

The principal terms of the ESC SPA are summarised as follows:

Date

4 October 2024

Parties

- (1) MPTC, as purchaser
- (2) Egis Easytrip, as seller
- (3) ESC, the shares of which are the subject of the ESC Acquisition

Subject matter

68,000 common shares representing 34% of the outstanding capital stock of ESC

Consideration

The base purchase price for the ESC Sale Shares is Php1,648 million (equivalent to approximately US\$29.3 million or HK\$228.3 million), subject to upward adjustment. The adjustment to the base purchase price shall be an additional amount of 23.8% of Egis Easytrip's actual cumulative net income from 1 January 2024 until the last day of the month immediately preceding the date of completion under the ESC SPA, which is expected to be no later than 31 December 2024, calculated by Egis Easytrip's 34% shareholding in ESC times 70% of Egis Easytrip's cumulative net income.

Egis Easytrip's cumulative net income from 1 January 2024 to 31 August 2024 is Php27.6 million (equivalent to approximately US\$0.5 million or HK\$3.8 million).

The upward adjustment amount shall be based on the management accounts of ESC prepared by Egis Easytrip, and is subject to the review and approval by MPTC.

Method of payment of the consideration

The consideration under the ESC SPA is payable in full in cash by MPTC to Egis Easytrip on completion of the ESC Acquisition.

Basis of determination of the consideration

The total consideration was determined after arm's length negotiations between Egis Easytrip and MPTC on normal commercial terms after taking into account (i) a business review and financial analysis of the current commercial value of the ESC Sale Shares including its subscriber base of 3.9 million toll road customers, (ii) the net assets value and financial position of ESC, in particular, its key financial metrics for the latest financial year, (iii) the enhancement of the operational efficiency of the MPTC group by ESC's customer accounts management services, (iv) the historical performance and current business development of ESC, (v) the strategic importance of ESC in relation to the implementation of the MLFF and the inter-operability mandate of the government, and (vi) the synergies that already exist and are anticipated to be strengthened between MPTC and ESC as further described in the reasons for and benefits of the transaction as described in the paragraph headed "Reasons for and Benefits of Entering into the ESC SPA" below.

Conditions to completion

Completion of the ESC Acquisition is conditional on the satisfaction and/or waiver, where applicable, of the following conditions:

- (1) Customary conditions such as (i) all necessary corporate and regulatory approvals having been obtained, (ii) the representations and warranties given by each of MPTC and Egis Easytrip under the ESC SPA being true and correct in all material respects as of the completion date, (iii) the covenants and agreements required to be complied with by either party on or before the completion date having been complied with on or before the completion date, (iv) the ESC SPA not having been terminated in accordance with its terms, and (v) absence of action, proceeding or investigation by or before any court or government body;
- (2) All conditions to completion under the EIPPI SPA having been satisfied and/or waived by the parties thereto; and
- (3) The necessary procedures relating to the issuance of redeemable preferred shares by ESC to Egis Easytrip after completion as described below having been complied with.

Issuance of redeemable preferred shares by ESC to Egis Easytrip after completion

Pursuant to the ESC SPA, the parties agreed that ESC shall, after completion and subject to the necessary approval from the Philippine Securities and Exchange Commission, create and issue redeemable preferred shares to Egis Easytrip for an aggregate issue price of Php5 million (equivalent to approximately US\$0.1 million or HK\$0.7 million) which, upon issuance, shall be equal to 20% of the outstanding capital stock of ESC. The redeemable preferred shares shall be non-voting and non-convertible, with a coupon rate of 6% per annum, and redeemable at the option of ESC any time after three years from the date of issue.

Licensing of the “Easytrip” brand name

Under the ESC SPA, the parties also agreed that Egis Easytrip and ESC shall, at completion under the ESC SPA, enter into a licensing agreement with an initial term of twelve (12) months pursuant to which Egis Easytrip shall license the “Easytrip” trade mark to ESC for an agreed annual fee of Php10 million (equivalent to approximately US\$0.2 million or HK\$1.4 million). The initial term of twelve (12) months shall be automatically renewed for successive periods of one (1) year upon expiration of the term, unless ESC gives written notice of the termination.

Completion

Completion of the ESC Acquisition shall take place on a day which is three business days (or on such other date as may be agreed between the parties to the ESC SPA) after the date on which all of the conditions to completion are confirmed by the parties to have been satisfied and/or waived (as the case may be) in accordance with the ESC SPA.

SHAREHOLDING IN ESC UPON COMPLETION UNDER THE ESC SPA

As at the date of this announcement, MPTC owns 132,000 common shares representing 66% of the remaining outstanding capital stock of ESC. With effect from completion of the ESC Acquisition, MPTC will own 100% of the outstanding capital stock of ESC.

REASONS FOR AND BENEFITS OF ENTERING INTO THE ESC SPA

MPTC will gain full ownership of all data and related information associated with the more than 3.9 million customer accounts and subscribers acquired by ESC over the years. This customer database is foreseen to substantially increase with the thrust of the Philippine national government to implement 100% cashless-contactless and the inter-operability over the next 12 months. Customer data ownership in turn will complement and strengthen the digitalisation program of MPTC which is geared towards enhancing customer experience while driving optimisation of resources and efficiencies.

INFORMATION ON PARTIES TO THE ESC SPA

MPTC

Information on MPTC is set forth in the section headed “I. Acquisition of Interest in Egis Investment Partners Philippines, Inc. by Metro Pacific Tollways Corporation from Egis Projects SAS – Information on the Company and Parties to the EIPPI SPA” above.

Egis Easytrip

Egis Easytrip is a company duly organised and existing under the laws of France. As part of the Egis Group and with over 35-years of expertise, Egis Easytrip provides road user services in Europe and several other countries worldwide. Under its commercial ‘Easytrip’ brands, Egis helps millions of private individual drivers and international fleet managers to travel smarter, faster and cheaper. Egis Easytrip designs, develops and integrates mobility services leveraging its expertise on electronic transaction and payment. The major shareholders of the Egis Group comprise Tikehau Capital (40%) via its T2 Energy Transition fund, Caisse des Dépôts (34%) and its partner managers and employees (26%) through Egis Partenaires and a Corporate Mutual Fund share.

ESC

ESC is a private company duly organised and existing under the laws of the Philippines. ESC is primarily engaged in the business of providing services related to electronic toll collection system to include among others, the implementation of inter-operability of the different toll collection systems of tollways in the Philippines, account management and funding and management of all electronic pass issued. As at the date of this announcement, Egis Easytrip owns 34% while MPTC owns 66% of the outstanding stock of ESC.

Set out below is financial information of ESC for the financial years ended 31 December 2023 and 31 December 2022:

- (1) For the financial year ended 31 December 2023, ESC’s audited profits before taxation was approximately Php35.0 million (equivalent to approximately US\$0.6 million or HK\$4.9 million) and ESC’s audited profits after taxation was approximately Php25.4 million (equivalent to approximately US\$0.5 million or HK\$3.6 million).
- (2) For the financial year ended 31 December 2022, ESC’s audited profits before taxation was approximately Php70.2 million (equivalent to approximately US\$1.3 million or HK\$10.1 million) and ESC’s audited profits after taxation was approximately Php54.6 million (equivalent to approximately US\$1.0 million or HK\$7.8 million).

- (3) As at 31 December 2023, ESC's audited net asset value was approximately Php104.5 million (equivalent to approximately US\$1.9 million or HK\$14.7 million).

The original acquisition cost of the ESC Sale Shares to Egis Easytrip was approximately EUR0.2 million (equivalent to approximately US\$0.2 million or HK\$1.4 million).

III. MASTER SERVICES AGREEMENT BETWEEN EGIS PROJECTS PHILIPPINES, INC. AND NLEX CORPORATION IN RELATION TO THE MULTI-LANE FREE FLOW TOLLING PROJECT IN LUZON, THE PHILIPPINES

On 4 October 2024, NLEX entered into the MLFF MSA with EPPI, pursuant to which EPPI shall provide turnkey design, engineering, supply, construction, installation, integration, testing, go-live, commissioning, operation, maintenance and related services for a multi-lane free flow tolling system on the MPTC toll roads in the Philippines in accordance with the terms of the MLFF MSA.

MPTC is a Philippine affiliate of the Company in which the Group has approximately 46.3% economic interest. As at the date of this announcement, MPTC has an approximate 77.7% aggregate economic interest in NLEX.

The principal terms of the MLFF MSA are summarised as follows:

Date

4 October 2024

Parties

- (1) NLEX, as service recipient
- (2) EPPI, as contractor or service provider

Contract price

The contract price for the MLFF Project is approximately US\$133.28 million (equivalent to approximately HK\$1.0 billion) payable by NLEX to EPPI in cash over the duration of the contract, subject to adjustments as provided for in the MLFF MSA.

Method of payment of the contract price

The charges related to the implementation of the MLFF Project will be payable by NLEX to EPPI, in either Php at an agreed exchange rate or US\$, upon achievement of certain pre-agreed contractual milestones. Such milestones include EPPI's mobilisation, completion of the design phase, supply and installation of equipment, construction of gantries, and acceptance of the system. The charges are fixed and NLEX will not be responsible for any additional fees or payments except with regard to certain adjustments to the charges pursuant to agreed cost indexation mechanics.

The charges related to support and maintenance of the MLFF Project are fixed and payable on a monthly basis. The charges for such support and maintenance services will also be subject to indexation.

Basis of determination of the contract price

The MLFF MSA was entered into following a detailed competitive bidding process commencing from as early as the fourth quarter of 2022. The contract price under the MLFF MSA was determined pursuant to such detailed competitive bidding process, after arm's length negotiations and was based on normal commercial terms by reference to EPPI's extensive experience in relation to multi-lane free flow tolling systems, its expertise in the toll road industry and the provision of turnkey design, engineering, supply, construction, installation, integration, testing, go-live, commissioning, operation, maintenance and related services; its resources, technology and know-how; its ability to provide a multi-lane free flow tolling system which is interoperable with other toll concessions of the MPTC group; its knowledge and compatibility with the MPTC group, and the complexity, design, quality and quantity of the work required.

Term of the MLFF MSA

The MLFF MSA and any obligations thereunder shall come into full force and effect upon completion under both the EIPPI SPA and ESC SPA, details of which are described in this announcement above.

Under the MLFF MSA, EPPI shall progressively provide multi-lane free flow tolling systems on the respective operational segments of the toll roads operated by the MPTC group which includes North Luzon Expressway, the NLEX-SLEX Connector Road, the Subic-Clark-Tarlac Expressway, the Cavite-Laguna Expressway, the Manila-Cavite Expressway and the C5 Link Expressway.

Once the MLFF MSA becomes effective, the project shall be implemented in three phases, with each phase covered by a statement of work, over a period of approximately 30 calendar months (subject to adjustments in accordance with the MLFF MSA). Actual works shall commence upon compliance with the requisite conditions precedent for the issuance of the notice to proceed for a particular phase of implementation. The MLFF MSA also includes end-to-end support and maintenance for the multi-lane free flow tolling system for a period of five (5) years from acceptance of the first phase. A separate statement of work shall be issued for support and maintenance services.

The MLFF MSA will continue in full force and effect until the earlier of (1) the first anniversary of the termination of the last statement of work in effect under the MLFF MSA, and (2) the date on which the MLFF MSA is terminated in accordance with its terms.

Performance bond and advance payment bond

EPPI shall, within 15 days of the date of completion under both the EIPPI SPA and ESC SPA (or such other time agreed by the parties) obtain and deliver to NLEX (1) a duly executed performance bond in the agreed form from an insurance company, bank or financial institution approved in writing by NLEX for the due performance of works under the MLFF MSA, equal to 10% of the agreed total sum of US\$133.28 million (equivalent to approximately HK\$1.0 billion) (the “**Performance Bond Sum**”) in respect of certain implementation services for a multi-lane free flow tolling system, subject to adjustments; and (2) a separate and duly executed advance payment bond in a sum equal to the amount of any advance payment that NLEX may provide to EPPI, which shall not be greater than 10% of the Performance Bond Sum.

The performance bond shall be maintained until the end of the warranty period for each phase in accordance with the MLFF MSA. The advance payment bond shall be maintained until repayment in full by EPPI of the advance payment made by NLEX.

Parent guarantee from Egis Projects

EPPI is owned as to approximately 99.99% by Egis Projects. Simultaneously with the entering into of the MLFF MSA, Egis Projects has executed a guarantee in favour of NLEX, pursuant to which Egis Projects shall guarantee all of EPPI’s obligations under the MLFF MSA.

REASONS FOR AND BENEFITS OF ENTERING INTO THE MLFF MSA

The toll expressways in the Philippines serve as the main arteries that drive economic growth through efficient mobility of goods and people and accessibility to various basic services and activities critical to employment and the reduction of poverty. In order to keep pace with the growth in the Philippines, the toll expressways and the supporting systems need to be improved with the latest technological innovations to address demands for greater mobility, increased toll revenue actualisation, and reduced congestion.

Multi-lane free flow systems are a proven technology with demonstrated success in providing more efficient mobility and increased convenience to road users. The implementation of a multi-lane free flow system across the MPTC toll roads will not only position MPTC as a leader in toll operations in the Philippines and the greater Asian region, but also drive value to the business through increased toll revenue actualisation and reduced costs.

Successful implementation of multi-lane free flow system across the toll concessions of MPTC will result in the following major benefits:

- Faster, more convenient, and seamless travel experience for drivers and motorists;
- Improved safety for road users and toll operations personnel;
- Savings resulting from optimisation of resources and operational efficiencies; and
- Reduction of carbon emissions contributing to cleaner and sustainable environment.

The integrated end-to-end multi-lane free flow system will likewise provide a platform configurable and scalable where MPTC could integrate its tolling operations and processes to the larger digital ecosystem which could in turn provide expanded opportunities for enhanced customer experience delivery and further efficiencies and savings.

INFORMATION ON THE PARTIES TO THE MLFF MSA

NLEX

Information on NLEX is set forth in the section headed “I. Acquisition of Interest in Egis Investment Partners Philippines, Inc. by Metro Pacific Tollways Corporation from Egis Projects SAS – Information on the Company and Parties to the EIPPI SPA” above.

EPPI

EPPI is owned as to approximately 99.99% by Egis Projects, details of which are described under the section headed “I. Acquisition of Interest in Egis Investment Partners Philippines, Inc. by Metro Pacific Tollways Corporation from Egis Projects SAS – Information on the Company and parties to the EIPPI SPA” above.

LISTING RULES IMPLICATIONS IN RESPECT OF ALL OF THE THREE TRANSACTIONS DESCRIBED IN THIS ANNOUNCEMENT

(1) EIPPI Acquisition

All of the applicable percentage ratios (as set forth in Rule 14.07 of the Listing Rules) in respect of the EIPPI Acquisition are less than 5%. When the EIPPI Acquisition is taken together and aggregated with the ESC Acquisition (described below) and the transactions contemplated under the MLFF MSA as they are entered into with parties associated with one another, one or more of the applicable percentage ratios, on an aggregated basis, is 5% or more but all of the applicable percentage ratios are less than 25%. Accordingly, the EIPPI Acquisition, when aggregated, also collectively constitute a discloseable transaction for the Company and is required to be announced under Chapter 14 of the Listing Rules.

As at the date of this announcement, MPTC is a Philippine affiliate of the Company.

As at the date of this announcement, EIPPI owns 10.49% of the outstanding capital stock of NLEX. EIPPI is in turn owned as to approximately 55.42% by Egis Projects and as to approximately 44.58% by MPTC. Accordingly, Egis Projects and EIPPI are able to control the exercise of 10% of the voting power of NLEX at a general meeting of NLEX and are therefore substantial shareholders of NLEX. The Group has approximately 46.3% economic interest in MPIC, which in turn owns MPTC as to approximately 99.9%. MPTC directly and indirectly owns NLEX as to approximately 77.7%. Egis Projects is therefore a connected person of the Company. Accordingly, the entering into of the EIPPI SPA constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

The Board has approved the entering into of the EIPPI SPA and the independent non-executive Directors have confirmed that the terms of the EIPPI SPA are fair and reasonable and that the entering into of the EIPPI SPA is 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, pursuant to Rule 14A.101 of the Listing Rules, the entering into of the EIPPI SPA is exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules.

(2) ESC Acquisition

All of the applicable percentage ratios (as set forth in Rule 14.07 of the Listing Rules) in respect of the ESC Acquisition are less than 5%. When the ESC Acquisition is taken together and aggregated with the EIPPI Acquisition and the transactions contemplated under the MLFF MSA as they are entered into with parties associated with one another, one or more of the applicable percentage ratios, on an aggregated basis, is 5% or more but all of the applicable percentage ratios are less than 25%. Accordingly, the ESC Acquisition, when aggregated, also collectively constitute a discloseable transaction for the Company and is required to be announced under Chapter 14 of the Listing Rules.

As at the date of this announcement, MPTC is a Philippine affiliate of the Company.

As at the date of this announcement, Egis Easytrip owns 34% while MPTC owns 66% of the outstanding stock of ESC. Accordingly, Egis Easytrip and MPTC are able to control the exercise of 34% and 66%, respectively, of the voting power of ESC at a general meeting of ESC and are therefore substantial shareholders of ESC. The Group has approximately 46.3% economic interest in MPIC, which in turn owns MPTC as to approximately 99.9%. Egis Easytrip is therefore a connected person of the Company. Accordingly, the entering into of the ESC SPA constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as set forth in Rule 14.07 of the Listing Rules) in respect of the ESC Acquisition exceeds 0.1% but all of the applicable percentage ratios are less than 1%, the ESC Acquisition falls within the de minimis threshold set out in Rule 14A.76 of the Listing Rules and is exempt from announcement, circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules as a connected transaction. However, as mentioned above when the ESC SPA is aggregated with the EIPPI SPA and the MLFF MSA, they collectively constitute a discloseable transaction for the Company and is hereby announced under Chapter 14 of the Listing Rules.

(3) MLFF MSA

One or more of the applicable percentage ratios (as set forth in Rule 14.07 of the Listing Rules) in respect of the transactions contemplated under the MLFF MSA exceeds 5% but all of the applicable percentage ratios are less than 25%. Accordingly, the transactions contemplated under the MLFF MSA constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As at the date of this announcement, MPTC is a Philippine affiliate of the Company.

EPPI is owned as to approximately 99.99% by Egis Projects, a connected person of the Company as described in the sub-section headed “(1) EIPPI Acquisition” above. EPPI is therefore a connected person of the Company. Accordingly, the entering into of the MLFF MSA constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

The Board has approved the entering into of the MLFF MSA and the independent non-executive Directors have confirmed that the terms of the MLFF MSA are fair and reasonable and that the entering into of the MLFF MSA is 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, pursuant to Rule 14A.101 of the Listing Rules, the entering into of the MLFF MSA is exempt from the circular, independent financial advice and shareholders’ approval requirements under Chapter 14A of the Listing Rules.

DIRECTORS’ VIEWS IN RESPECT OF ALL OF THE THREE TRANSACTIONS DESCRIBED IN THIS ANNOUNCEMENT

The Directors (including the independent non-executive Directors) consider that each of the terms of the EIPPI SPA, the ESC SPA, and the MLFF MSA and the transactions contemplated thereunder are fair and reasonable and that the EIPPI SPA, the ESC SPA, and the MLFF MSA and the transactions contemplated thereunder are on normal commercial terms (as far as the Company is concerned), in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole.

To the best of the Directors’ knowledge and information, none of the Directors has a material interest in, or otherwise is required to abstain from voting on, the resolutions of the Board in considering and approving the transactions contemplated under each of the EIPPI SPA, the ESC SPA, and the MLFF MSA.

DEFINITIONS

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

“Board”	the board of Directors of the Company;
“Company”	First Pacific Company Limited, an exempted company incorporated in Bermuda and having its shares listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Egis Easytrip”	Egis Easytrip Services SAS, a company incorporated in France;
“Egis Group”	is the majority shareholder of both EIPPI and EPPI. Egis Projects is a wholly owned subsidiary of Egis S.A., a corporation incorporated in France;
“Egis Projects”	Egis Projects SAS, a company incorporated in France;
“EIPPI”	Egis Investment Partners Philippines, Inc., a company incorporated in the Philippines;
“EIPPI Acquisition”	has the meaning given to such term in the section headed “Acquisition of Interest in Egis Investment Partners Philippines, Inc. by Metro Pacific Tollways Corporation from Egis Projects SAS” in the introductory box of this announcement on page 1;
“EIPPI Sale Shares”	307,560 common shares representing 55.42% of the outstanding capital stock of EIPPI, being the subject of the EIPPI Acquisition;
“EIPPI SPA”	the share purchase agreement dated 4 October 2024 in relation to the acquisition by MPTC of the remaining 55.42% interest in EIPPI from Egis Projects;
“EPPI”	Egis Projects Philippines, Inc., a company incorporated in the Philippines;
“ESC”	Easytrip Services Corporation, a corporation established under the laws of the Philippines;

“ESC Acquisition”	has the meaning given to such term in the section headed “Acquisition of Interest in Easytrip Services Corporation by Metro Pacific Tollways Corporation from Egis Easytrip Services SAS” in the introductory box of this announcement on page 2;
“ESC Sale Shares”	68,000 common shares representing 34% of the outstanding capital stock of ESC, being the subject of the ESC Acquisition;
“ESC SPA”	the share purchase agreement dated 4 October 2024 in relation to the acquisition by MPTC of the remaining 34% interest in ESC from Egis Easytrip;
“EUR”	Euros, the lawful currency of the member states of the European Union;
“Group”	the Company and its subsidiaries and Philippine affiliates, from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“MLFF MSA”	the Master Services Agreement between EPPI and NLEX in relation to the multi-lane free flow tolling project in Luzon, Philippines;
“MPIC”	Metro Pacific Investments Corporation, a corporation established under the laws of the Philippines;
“MPTC”	Metro Pacific Tollways Corporation, a corporation established under the laws of the Philippines;
“NLEX”	NLEX Corporation, a corporation established under the laws of the Philippines;
“Php”	Philippine Pesos, the lawful currency of the Philippines;

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

In this announcement, unless stated otherwise, translations of quoted currency values are made on an approximate basis and at the rates of PHP56.3 = US\$1.00 = HK\$7.8 and EUR0.9 = US\$1.00 = HK\$7.8. Percentages and figures in billions and millions have been rounded.

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

Hong Kong, 7 October 2024

As at the date of this announcement, the Board 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