



# FIRST PACIFIC COMPANY LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00142)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of First Pacific Company Limited (the “Company”) will be held at 3:00 p.m. on Wednesday, 14th June 2006 at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolutions as ordinary resolutions of the Company:–

1. THAT the sale and supply agreement between FID (as defined in the circular issued by the Company on the date hereof to its shareholders (the “Circular”)) and DUFIL (as defined in the Table of Noodles Business Transactions set out on page 9 of the letter from the Board contained in the Circular) dated 28th March 2005 (as more particularly described in the Circular), the performance of the transactions contemplated by that agreement and the Annual Caps (as defined in the Circular) applicable to that agreement as set out in the Circular be and are each hereby approved and that any director of the Company be and is hereby authorised to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement;
2. THAT the sale and supply agreement as amended by way of an addendum dated 3rd October 2005 between CKA (as defined in the Circular) and DUFIL (as defined in the Circular) dated 28th March 2005 (as more particularly described in the Table of Noodles Business Transactions set out on page 9 of the letter from the Board contained in the Circular), the performance of the transactions contemplated by that agreement and the Annual Caps (as defined in the Circular) applicable to that agreement as set out in the Circular be and are each hereby approved and that any director of the Company be and is hereby authorised to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement;
3. THAT the trademark and technical services agreement dated 1st November 2002, as amended and extended pursuant to a letter agreement entered into on 13th April 2006, between Indofood (as defined in the Circular) and DUFIL (as defined in the Circular) (as more particularly described in the Table of Noodles Business Transactions set out on page 10 of the letter from the Board contained in the Circular), the performance of the transactions contemplated by that agreement, the Annual Caps (as defined in the Circular) applicable to that agreement as set out in the Circular be and are each hereby approved, and that the duration of the agreement in excess of three years, which in accordance with Rule 14A.35 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, has been confirmed by the Independent Financial Adviser (as defined in the Circular) that it is of normal business practice for contracts of that type to be of such duration, be and is hereby approved, and that any director of the Company be and is hereby authorised to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement;
4. THAT the sale and supply agreement between FID (as defined in the Circular) and Pinehill (as defined in the Circular) dated 28th March 2005 (as more particularly described in the Table of Noodles Business Transactions set out on page 10 of the letter from the Board contained in the Circular), the performance of the transactions contemplated by that agreement and the Annual Caps (as defined in the Circular) applicable to that agreement as set out in the Circular be and are each hereby approved and that any director of the Company be and is hereby authorised to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement;
5. THAT the sale and supply agreement between CKA (as defined in the Circular) and Pinehill (as defined in the Circular) dated 28th March 2005 (as more particularly described in the Table of Noodles Business Transactions set out on page 11 of the letter from the Board contained in the Circular), the performance of the transactions contemplated by that agreement and the Annual Caps (as defined in the Circular) applicable to that agreement as set out in the Circular be and are each hereby approved and that any director of the Company be and is hereby authorised to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement;
6. THAT the trademark licensing agreement dated 1st February 1995 as amended by way of supplemental agreement of 28th December 2001 and extended by way of supplemental agreement of 25th August 2005 in accordance with the terms of the agreement for a period of five years until 31st December 2010 between Indofood (as defined in the Circular) and Pinehill (as defined in the Circular) (as more particularly described in the Table of Noodles Business Transactions set out on page 11 of the letter from the Board contained in the Circular), the performance of the transactions contemplated by that agreement and the Annual Caps (as defined in the Circular) applicable to that agreement as set out in the Circular be and are each hereby approved, and that the duration of the agreement in excess of three years, which in accordance with Rule 14A.35 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, has been confirmed by the Independent Financial Adviser (as defined in the Circular) that it is of normal business practice for contracts of that type to be of such duration, be and is hereby approved, and that any director of the Company be and is hereby authorised to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement; and
7. THAT the technical services agreement dated 1st February 1995 as amended by way of supplemental agreement of 16th August 2005 and extended by way of supplemental agreement on 25th August 2005 in accordance with the terms of the agreement for a period of five years until 31st December 2010 between PIPS (as defined in the Circular) and Pinehill (as defined in the Circular) (as more particularly described in the Table of Noodles Business Transactions set out on page 11 of the letter from the Board contained in the Circular), the performance of the transactions contemplated by that agreement and the Annual Caps (as defined in the Circular) applicable to that agreement as set out in the Circular be and are each hereby approved, and that the duration of the agreement in excess of three years, which in accordance with Rule 14A.35 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, has been confirmed by the Independent Financial Adviser (as defined in the Circular) that it is of normal business practice for contracts of that type to be of such duration, be and is hereby approved, and that any director of the Company be and is hereby authorised to do such further acts and things and execute further documents and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such agreement.

*As at the date of this announcement, the Chairman of the Company is Mr. Anthoni Salim, the executive Directors are Messrs. Manuel V. Pangilinan, Edward A. Tortorici and Robert C. Nicholson, the independent non-executive Directors are Professor Edward K. Y. Chen (GBS, CBE, JP), Mr. Graham L. Pickles and Mr. David W. C. Tang (OBE, Chevalier de L'Ordre des Arts et des Lettres) and the non-executive Directors are His Excellency Albert F. del Rosario, Messrs. Sutanto Djuhar, Tedy Djuhar, Ibrahim Risjad and Benny S. Santoso.*

By order of the Board  
**FIRST PACIFIC COMPANY LIMITED**  
**Nancy L.M. Li**  
*Company Secretary*

Hong Kong  
22nd May 2006

*Please also refer to the published version of this announcement in  
Hong Kong Economic Times.*