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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 9 DECEMBER 2022

Reference is made to the notice of a special general meeting (the “**SGM Notice**”) of First Pacific Company Limited (the “**Company**”) and the circular of the Company (the “**Circular**”) both dated 24 November 2022. Unless otherwise defined in this announcement or the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

At the Company’s special general meeting held as a virtual meeting using electronic system, organised at the Company’s principal office in Hong Kong on Friday, 9 December 2022 at 3:00 p.m. (the “**SGM**”), a poll was demanded by the Chairman of the SGM for voting on the ordinary resolutions to approve the 2023-2025 Plantations Business Transactions, the 2023-2025 Distribution Business Transactions and the 2023-2025 Flour Business Transactions and their respective Annual Caps, as set out in the SGM Notice.

The resolutions set out in the SGM Notice were voted on by poll and were all duly passed by the shareholders of the Company (the “**Shareholders**”) as ordinary resolutions. Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar, acted as the scrutineer for the vote-taking at the SGM. The poll results in respect of the ordinary resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	<p>THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2023, 2024 and 2025 (as applicable) relating to the plantations business carried on by PT Indofood Sukses Makmur Tbk (“Indofood”) and its subsidiaries (the “2023-2025 Plantations Business Transactions”), as described in Table A on pages 10 to 11 of the “Letter from the Board” section of the circular of the Company dated 24 November 2022 (the “Circular”), be and are hereby approved, the board of directors of the Company (the “Board”) be and is hereby authorised and empowered to adjust the annual caps of each of the 2023-2025 Plantations Business Transactions within the respective aggregated annual caps for 2023, 2024 and 2025 as may be necessary in the interests of the Indofood Group, and any director of the Company be and is hereby authorised to do all such further acts and things and execute and/or approve all such further documents which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions;</p>	1,277,801,744 (88.419086%)	167,363,316 (11.580914%)
<p>As more than 50% of the votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution.</p>			

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	<p>THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2023, 2024 and 2025 (as applicable) relating to the distribution business carried on by Indofood and its subsidiaries (the “2023-2025 Distribution Business Transactions”), as described in Table B on pages 25 to 26 of the “Letter from the Board” section of the Circular, be and are hereby approved, the Board be and is hereby authorised and empowered to adjust the annual caps of each of the 2023-2025 Distribution Business Transactions within the respective aggregated annual caps for 2023, 2024 and 2025 as may be necessary in the interests of the Indofood Group, and any director of the Company be and is hereby authorised to do all such further acts and things and execute and/or approve all such further documents which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions; and</p>	1,277,801,744 (88.419086%)	167,363,316 (11.580914%)
<p>As more than 50% of the votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution.</p>			

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2023, 2024 and 2025 (as applicable) relating to the flour business carried on by Indofood and its subsidiaries (the “ 2023-2025 Flour Business Transactions ”), as described in Table C on pages 37 to 39 of the “Letter from the Board” section of the Circular, be and are hereby approved, the Board be and is hereby authorised and empowered to adjust the annual caps of each of the 2023-2025 Flour Business Transactions within the respective aggregated annual caps for 2023, 2024 and 2025 as may be necessary in the interests of the Indofood Group, and any director of the Company be and is hereby authorised to do all such further acts and things and execute and/or approve all such further documents which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions.	1,277,801,744 (88.419086%)	167,363,316 (11.580914%)
As more than 50% of the votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution.			

As at the date of the SGM, the total number of issued shares of the Company was 4,241,660,570 shares. As disclosed on page 53 of the Circular, Salerni International Limited, First Pacific Investments Limited and First Pacific Investments (B.V.I.) Limited, all being associates of Mr. Salim and which in aggregate held 1,925,474,957 shares of the Company, representing approximately 45.39% of the issued shares of the Company as at the date of the SGM, have abstained from voting on the ordinary resolutions proposed at the SGM. In addition, Mr. Benny Santoso, a non-executive Director, who is deemed to have a material interest in the 2023-2025 Plantations Business Transactions, the 2023-2025 Distribution Business Transactions and the 2023-2023 Flour Business Transactions and who is interested in 3,828,000 vested and 1,914,000 unvested share options of the Company as well as 478,500 unvested share awards of the Company (the unvested share awards representing approximately 0.01% of the issued shares of the Company) as at the date of the SGM, has abstained from voting on such resolutions at the SGM.

Accordingly, the total number of issued shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions no. 1 to 3 at the SGM was 2,316,185,613 (representing approximately 54.61% of the issued shares of the Company).

Save as disclosed above, none of the other Shareholders was required under the Listing Rules to abstain from voting at the SGM and there were no shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolutions at the SGM as set out in Rule 13.40 of the Listing Rules. No Shareholders had stated in the Circular their intention to vote against or to abstain from voting on the ordinary resolutions proposed at the SGM.

The attendance record of the Directors at the SGM is set out as follows:

- Executive Directors, Mr. Manuel V. Pangilinan and Mr. Christopher H. Young; Non-executive Directors, Mr. Benny S. Santoso and Mr. Axton Salim; and Independent Non-executive Directors, Prof. Edward K.Y. Chen, Mrs. Margaret Leung Ko May Yee, Mr. Philip Fan Yan Hok, Ms. Madeleine Lee Suh Shin and Mr. Blair Chilton Pickerell attended the SGM; and
- Non-executive Director, Mr. Anthoni Salim absent the SGM due to other engagement.

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

Hong Kong, 9 December 2022

As at the date of this announcement, the Board of the Company comprises the following Directors:

Executive Directors:

Manuel V. Pangilinan, *Managing Director and Chief Executive Officer*
Christopher H. Young

Non-executive Directors:

Anthoni Salim, *Chairman*
Benny S. Santoso
Axton Salim

Independent Non-executive Directors:

Prof. Edward K.Y. Chen, *GBS, CBE, JP*
Margaret Leung Ko May Yee, *SBS, JP*
Philip Fan Yan Hok
Madeleine Lee Suh Shin
Blair Chilton Pickerell