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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of First Pacific Company Limited (the “**Company**”) will be held at Pheasant-Stork Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Monday, 16 December 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following four resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **THAT** each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2020, 2021 and 2022 (as applicable) relating to the noodles business carried on by PT Indofood Sukses Makmur Tbk (“**Indofood**”) and its subsidiaries, as described in Table A on pages 10 to 12 of the “Letter from the Board” section of the circular of the Company dated 29 November 2019 (the “**Circular**”), be and are hereby approved and any director of the Company be and is hereby authorized to do all such further acts and things and execute and/or approve all such further documents which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions;

2. **THAT** each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2020, 2021 and 2022 (as applicable) relating to the plantations business carried on by Indofood and its subsidiaries, as described in Table B on pages 20 to 21 of the “Letter from the Board” section of the Circular, be and are hereby approved 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 opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions;
3. **THAT** each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2020, 2021 and 2022 (as applicable) relating to the distribution business carried on by Indofood and its subsidiaries, as described in Table C on page 36 of the “Letter from the Board” section of the Circular, be and are hereby approved 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 opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions; and
4. **THAT** each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2020, 2021 and 2022 (as applicable) relating to the flour business carried on by Indofood and its subsidiaries, as described in Table D on page 54 of the “Letter from the Board” section of the Circular, be and are hereby approved 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 opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions.

By Order of the Board of
First Pacific Company Limited
Nancy L.M. Li
Company Secretary

Hong Kong, 29 November 2019

Principal Office:
24th Floor, Two Exchange Square
8 Connaught Place
Central
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Explanatory Notes to the SGM Notice:

1. For the purpose of determining the identity of the Company's shareholders who are entitled to attend and vote at the SGM, the Company's register of members will be closed from Friday, 13 December 2019 to Monday, 16 December 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 12 December 2019.
2. Every member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. A form of proxy for use at the SGM is enclosed with the Company's circular dated 29 November 2019 of which this Notice of SGM forms part. The form of proxy will also be published on the website of the Stock Exchange (www.hkexnews.hk) and can also be downloaded from the Company's website (www.firstpacific.com).
4. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one of such joint holders is present at the SGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
6. Whether or not you propose to attend the SGM in person, you are strongly urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the SGM and voting in person if you so wish. In the event that you attend the SGM after having lodged the form of proxy, it will be deemed to have been revoked.
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the SGM, the SGM will be adjourned. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and its website (www.firstpacific.com) notifying shareholders of the date, time and place of the adjourned meeting.

The SGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they will attend the SGM under bad weather conditions bearing in mind their own situations.

8. The English text of the Circular shall prevail over the Chinese text in case of any inconsistency.

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, *Chief Financial Officer*

Non-executive Directors:

Anthoni Salim, *Chairman*

Benny S. Santoso

Tedy Djuhar

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