

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)

FORM OF PROXY

Form of proxy for use at the ANNUAL GENERAL MEETING (the “AGM”) of First Pacific Company Limited (the “Company”) to be held at Pheasant to Stork Rooms, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 3:00 p.m. on Friday, 16 June 2023 and at any adjournment thereof. Capitalised terms used in the form of proxy which are not defined herein shall have the respective meanings given to them in the Notice convening the AGM dated 28 April 2023 (the “AGM Notice”).

I/We, ¹ _____ (and) _____
of _____
being the registered holder(s) of ² _____ ordinary shares of US\$0.01 each in the capital of the Company, HEREBY APPOINT the Chairman of the AGM or ³ _____ of _____
as my/our proxy to attend and vote for me/us at the AGM (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out or described in the AGM Notice⁴.

Please indicate with a “✓” in the space provided how you wish your vote(s) to be cast on a poll. If you wish to use less than all your votes, or to cast some of your votes “For” and some of your votes “Against”, you must write the number of votes in the relevant box(es). Should this form be returned duly signed, without a specific direction, the proxy will vote or abstain at his/her discretion in respect of the resolutions as described in the AGM Notice.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the Audited Accounts and the Reports of the Directors and Independent Auditor for the year ended 31 December 2022.		
2.	To declare a final cash distribution of HK11.50 cents (U.S.1.47 cents) per ordinary share for the year ended 31 December 2022.		
3.	To re-appoint Ernst & Young as Independent Auditor of the Company and to authorise the Board or the Audit and Risk Management Committee to fix its remuneration.		
4.	(i) To re-elect Mr. Benny S. Santoso as a Non-executive Director of the Company for a fixed term of approximately three years, commencing on the date of the AGM and expiring at the conclusion of the annual general meeting of the Company to be held in the third year following the year of his re-election (being 2026) (the “Fixed 3-year Term”).		
	(ii) To re-elect Mr. Axton Salim as a Non-executive Director of the Company for the Fixed 3-year Term.		
	(iii) To re-elect Mr. Blair Chilton Pickerell as an Independent Non-executive Director of the Company for the Fixed 3-year Term.		
	(iv) To re-elect Mr. Christopher H. Young as an Executive Director of the Company for a fixed term of approximately one year, commencing on the date of the AGM and expiring at the conclusion of the annual general meeting of the Company to be held in the year following the year of his re-election (being 2024).		
5.	To authorise the Board or the Remuneration Committee to fix the remuneration of the Executive Directors pursuant to the Company’s Bye-laws, and to fix the remuneration of the Non-executive Directors (including the Independent Non-executive Directors) at the sum of US\$7,000 (equivalent to approximately HK\$54,600) for each meeting of the Board and each general meeting of Shareholders (which he or she shall attend in person or by telephone or video conference call); and the sum of US\$6,000 (equivalent to approximately HK\$46,800) for each meeting of the Board Committees (which he or she shall attend in person or by telephone or video conference call).		
6.	To authorise the Board to appoint additional Directors as an addition to the Board.		
7.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares in the Company not exceeding 10% of the Company’s total number of Shares in issue and at a discount of not more than 10% to the Benchmark Price, as described in the AGM Notice.		
8.	To grant a general mandate to the Directors to repurchase issued Shares in the Company not exceeding 10% of the Company’s total number of Shares in issue, as described in the AGM Notice.		

Signature: _____

Date: _____ 2023

Notes:

- Please insert your full name(s) and address in **BLOCK CAPITALS**. All joint holders’ names should be stated.
- Please insert the number of ordinary shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is appointed, please delete the words “the Chairman of the AGM or” and insert the name and address of the desired proxy in the space provided and initial the alteration. **IMPORTANT: IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
- A proxy need not be a member of the Company but must attend the AGM in person to represent you.
- In the case of joint holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled to it; but if more than one of such joint holders will attend the AGM personally or by proxy, that one of the said persons so present whose name stands first on the Company’s register of members in respect of such share shall be entitled alone to vote in respect of it.
- In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this 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 such power of attorney or authority must be deposited at the Company’s branch share registrar in Hong Kong, 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 AGM (i.e. no later than 14 June 2023 at 3:00 p.m.) or any adjournment thereof (as the case may be).
- Any alterations made in this form of proxy must be initialled by the person who signs it.
- Completion and return of this form of proxy will not preclude you from attending and voting at the AGM in person if you subsequently so wish, but the authority of your proxy will become invalid forthwith.
- Chairman of the AGM will demand a poll for each of the resolutions submitted for determination at the AGM. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on the websites of the Company and of The Stock Exchange of Hong Kong Limited as soon as possible, but in any event not later than the commencement of the morning trading session on the next business day following the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third-party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company or the Company’s branch share registrar in Hong Kong at the above address.