



FIRST PACIFIC COMPANY LIMITED

第一太平有限公司

(Incorporated with limited liability under the laws of Bermuda)

Website: <http://www.firstpacific.com>

(Stock Code: 00142)

FORM OF PROXY

Form of Proxy for use at the SPECIAL GENERAL MEETING (“SGM”) of First Pacific Company Limited (the “Company”) to be held at The Tian & Di Room, 7th Floor, The Landmark Mandarin Oriental Hong Kong, 15 Queen’s Road Central, The Landmark, Central, Hong Kong at 3:00 p.m. on Monday, 23 January 2017 and at any adjournment thereof. Capitalised terms used in this Form of Proxy which are not defined herein shall have the respective meanings given to them in the Notice convening the SGM dated 30 December 2016 (“SGM 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 SGM or ³ _____
of _____

as my/our proxy to attend and vote for me/us at the SGM (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out or described in the SGM Notice ⁴.

Please indicate with a “✓” in the space provided how you wish your vote(s) to be cast on a poll. 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 set out or described in the SGM Notice.

ORDINARY RESOLUTIONS		For	Against
1.	THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2017, 2018 and 2019 relating to the noodles business carried on by PT Indofood Sukses Makmur Tbk (“ Indofood ”) and its subsidiaries, as described in Table A on pages 11 to 12 of the “Letter from the Board” section of the circular of the Company dated 30 December 2016 (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/her 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 2017, 2018 and 2019 relating to the plantations business carried on by Indofood and its subsidiaries, as described in Table B on pages 21 to 23 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/her opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions; and		
3.	THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2017, 2018 and 2019 relating to the distribution business carried on by Indofood and its subsidiaries, as described in Table C on page 43 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/her opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions.		

Signature: _____

Date: _____ 2017

Notes:

1. Please insert your full name(s) and address in **BLOCK CAPITALS**. All joint holders’ names should be stated.
2. 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).
3. If any proxy other than the Chairman of the SGM is appointed, strike out “the Chairman of the SGM 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 SGM WILL ACT AS YOUR PROXY.**
4. A proxy need not be a member of the Company but must attend the SGM in person to represent you.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders.
6. 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.
7. 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 other authority must be deposited at the Company’s principal office (Attention: Corporate Secretarial Department) at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
8. Any alterations made in this Form of Proxy must be initialled by the person who signs it.
9. Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the SGM if you so wish.
10. The Chairman of the SGM will demand a poll on each of the resolutions submitted for determination at the SGM. 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 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 SGM.