

# FIRST PACIFIC COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

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

(Stock Code: 00142)

**Form of Proxy for use at the SPECIAL GENERAL MEETING ("SGM") of First Pacific Company Limited (the "Company") to be held at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR at 11:00 a.m. on Friday, 12 October 2007 and at any adjournment thereof.**

I/We, <sup>1</sup> \_\_\_\_\_ (and) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ ordinary shares of US\$0.01 each in the capital of the Company,  
HEREBY APPOINT the Chairman of the SGM or <sup>3</sup> \_\_\_\_\_  
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 set out in the Notice convening the SGM<sup>4</sup>.

Please indicate with an "x" 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 discretion.

	RESOLUTIONS	For	Against
1.	To approve the acquisition by PT Salim Ivomas Pratama (" <b>SIMP</b> "): (i) from First Durango Singapore Pte Limited (" <b>First Durango</b> ") and the Ashmore Funds of an aggregate of 500,095,000 ordinary shares of PT Perusahaan Perkebunan London Sumatra Indonesia Tbk (" <b>PPLS</b> "), representing approximately 45.7% of the existing issued share capital of PPLS and approximately 36.6% of the enlarged issued share capital of PPLS assuming conversion of the US\$47 million of mandatory convertible notes due 2009 issued by PPLS (the " <b>Notes</b> ") referred to in (ii) below in full; and (ii) from the Ashmore Funds, the Notes which are convertible into 269,343,500 newly issued PPLS ordinary shares (the " <b>PPLS Shares</b> ") representing approximately 19.7% of the enlarged issued share capital of PPLS assuming conversion of the Notes in full, for an aggregate consideration of approximately Rp5.0 trillion (equivalent to approximately US\$526.5 million or HK\$4.1 billion), which is equivalent to Rp6,500 (equivalent to approximately US\$0.68 or HK\$5.34) per PPLS Share (the " <b>SIMP Acquisition</b> ").		
2.	To approve the acquisition by Indofood Agri Resources Ltd. (" <b>Indo Agri</b> ") from Mr. Eddy K. Sariaatmadja (" <b>Mr. Sariaatmadja</b> ") of an aggregate of 109,521,000 PPLS Shares, representing approximately 8% of the enlarged issued share capital of PPLS assuming conversion of the Notes in full, at the price of Rp6,500 (approximately US\$0.68 or HK\$5.34) per PPLS Share, in consideration for the issue by Indo Agri of 98,082,830 new ordinary shares of Indo Agri to Mr. Sariaatmadja, representing approximately 6.8% of the total issued share capital of Indo Agri following the issue of those shares, (the " <b>Indo Agri Consideration Shares</b> ") at the issue price of S\$1.2758 (equivalent to approximately US\$0.83 or HK\$6.46) per Indo Agri Consideration Share (the " <b>Indo Agri Acquisition</b> ").		
3.	To approve that on completion of the SIMP Acquisition and the Indo Agri Acquisition, a tender offer for the remaining shares of PPLS (amounting to approximately 35.6% of the enlarged issued share capital of PPLS assuming conversion of the Notes in full) at the price of Rp6,900 (equivalent to approximately US\$0.73 or HK\$5.67) per share of PPLS (the " <b>Tender Offer</b> ").		
4.	To approve that any executive director of the Company be and is hereby authorized to arrange for the execution of such documents in such manner as he may consider necessary or desirable and to do, or authorize the Company and/or any subsidiary(ies) to do, whatever acts and things he may consider necessary or desirable or expedient for the purpose of, or in connection with, the implementation of the SIMP Acquisition, the Indo Agri Acquisition and the Tender Offer and/or any matter related thereto and to make or agree, or authorize the Company and/or any subsidiary(ies) to make or agree, such amendments or variations thereto, and to grant, or authorize the Company and/or any subsidiary(ies) to grant, any waivers of any conditions precedent or other provisions of such documents as any executive director of the Company in his discretion considers to be desirable and in the interests of the Company.		

Signature: \_\_\_\_\_

Date: \_\_\_\_\_ 2007

**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 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.
- A proxy need not be a member of the Company but must attend the SGM in person to represent you.
- 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.
- 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 authorized.
- 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 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 SAR not less than 48 hours before the time of the SGM or at any adjournment thereof.
- Any alterations made in this Form of Proxy must be initialled.
- Completion and delivery of the Form of Proxy will not preclude you from attending and voting at the SGM if you so wish.
- The Chairman 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 authorized corporate representative or by proxy shall have one vote for every share held by him. The results of the poll will be published on the websites of the Company and The Stock Exchange of Hong Kong Limited, on the business day following the SGM.