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

**(Stock Code: 00142)**

## **POLL RESULTS FOR THE ANNUAL GENERAL MEETING HELD ON 3 JUNE 2015 AND RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **POLL RESULTS FOR THE ANNUAL GENERAL MEETING HELD ON 3 JUNE 2015**

At the Annual General Meeting of First Pacific Company Limited (the “Company”) held at The Edinburgh – Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 2:30 p.m. on Wednesday, 3 June 2015 (the “AGM”), a poll was demanded by the Chairman for voting on all the proposed resolutions, as set out in the Notice of AGM dated 30 April 2015.

As at the date of the AGM, the total number of shares in issue entitling the holders to attend and vote for or against all the resolutions at the AGM was 4,268,465,603 shares (after deduction of 3,500,000 shares which have been repurchased but pending cancellation). No shareholders were required to abstain from voting on any of the proposed resolutions at the AGM.

All the proposed resolutions, which were voted on by poll, were approved by the Shareholders. The vote-taking at the AGM was scrutinised by Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong Branch Share Registrar. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the Audited Accounts and the Reports of the Directors and Independent Auditors for the year ended 31 December 2014.	3,485,711,385 99.508632%	17,212,250 0.491368%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
2.	To declare a final cash dividend of HK13.00 cents (US1.67 cents) per ordinary share for the year ended 31 December 2014.	3,507,337,035 100.000000%	0 0.000000%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3.	To re-appoint Ernst & Young as Independent Auditors of the Company and to authorise the Board of Directors (the "Board") or the Audit Committee to fix their remuneration.	3,490,298,785 99.514211%	17,038,250 0.485789%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.(i)	To re-elect Mr. Anthoni Salim 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 2018) (the "Fixed 3-year Term").	2,299,950,128 65.575395%	1,207,386,907 34.424605%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.(ii)	To re-elect Mr. Edward A. Tortorici as an Executive Director of the Company for the Fixed 3-year Term.	2,471,307,468 70.461158%	1,036,025,549 29.538842%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.(iii)	To re-elect Mr. Tedy Djuhar as a Non-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 2016).	2,448,847,055 69.820694%	1,058,489,980 30.179306%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
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\$5,000 for each meeting attended.	3,490,351,872 99.561498%	15,372,659 0.438502%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
6.	To authorise the Board to appoint additional directors as an addition to the Board.	3,506,871,804 99.991697%	291,213 0.008303%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
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 issued share capital, as described in the AGM Notice.	2,302,223,202 65.643386%	1,204,943,833 34.356614%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
8.	To grant a general mandate to the Directors to exercise all the powers of the Company to repurchase shares in the Company not exceeding 10% of the Company's issued share capital, as described in the AGM Notice.	3,505,440,305 99.994146%	205,226 0.005854%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Votes (%)	
		For	Against
9.	To approve the addition of the aggregate nominal amount of shares repurchased pursuant to Resolution (8) above to the aggregate nominal amount of share capital which may be allotted and issued pursuant to Resolution (7) above.	2,317,634,243 66.082878%	1,189,528,731 33.917122%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

### RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As set out in the Company's AGM circular dated 30 April 2015, the Company was notified by Mr. Graham L. Pickles, an Independent Non-executive Director of the Company ("INED"), that he would retire as an INED at the conclusion of the AGM and would not offer himself for re-election. Mr. Pickles was re-elected as an INED at the Company's 2014 annual general meeting for a fixed three year term, expiring at the Company's annual general meeting to be held in 2017. Following the completion, in March 2015, of the Company's investment in Goodman Fielder Limited, Mr. Pickles has agreed to serve as one of the Company's designated directors of Goodman Fielder Limited and will focus his time and energies on performing that role. Accordingly, Mr. Pickles retired as an INED at the AGM and did not offer himself for re-election. Mr. Pickles also resigned as a member of the Board committees on which he served, being the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Pickles has confirmed that there is no disagreement between him and the Board in relation to his retirement and there are no matters in relation to his retirement that need to be brought to the attention of holders of securities of the Company.

As a result of Mr. Pickles' retirement, the number of INEDs has temporarily fallen below one third of the Board (which is a requirement of the Listing Rules). The Company is searching for suitable candidate(s) to fill the vacancy created by Mr. Pickles' retirement, with the Nomination Committee overseeing that process in accordance with the Committee's Terms of Reference. An appointment will be made within the three month period permitted by the Listing Rules and the appointment will be announced in accordance with the requirements of the Listing Rules, in due course.

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

Hong Kong, 3 June 2015

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

***Executive Directors:***

Manuel V. Pangilinan, *Managing Director and CEO*

Edward A. Tortorici

Robert C. Nicholson

***Non-executive Directors:***

Anthoni Salim, *Chairman*

Benny S. Santoso

Tedy Djuhar

Napoleon L. Nazareno

***Independent Non-executive Directors:***

Prof. Edward K.Y. Chen, *GBS, CBE, JP*

Margaret Leung Ko May Yee, *SBS, JP*

Philip Fan Yan Hok