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## **FIRST PACIFIC COMPANY LIMITED**

### **第一太平洋有限公司**

*(Incorporated with limited liability under the laws of Bermuda)*

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

**(Stock Code: 00142)**

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#### **POLL RESULTS FOR THE RESOLUTIONS CONSIDERED AT THE AGM**

At the Annual General Meeting of First Pacific Company Limited (the “**Company**”) held at The Stork-Peacock Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 2:30 p.m. on Monday, 6 June 2016 (the “**AGM**”), a poll was demanded by the Chairman for voting on proposed resolutions 1 to 9 set out in the Notice of AGM dated 29 April 2016 (the “**AGM Notice**”).

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 proposed at the AGM was 4,275,750,092 shares. No Shareholders were required to abstain from voting on any of the resolutions proposed at the AGM.

Resolutions 1 to 9 set out in the AGM Notice were all voted on by poll and were all duly passed. 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 2015.	3,406,714,891 (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.			
2.	To declare a final cash dividend of HK5.50 cents (US0.71 cent) per ordinary share for the year ended 31 December 2015.	3,412,670,291 (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 " <b>Board</b> ") or the Audit and Risk Management Committee to fix their remuneration.	3,395,786,041 (99.505248%)	16,884,250 (0.494752%)
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. Manuel V. Pangilinan as the Managing Director and CEO 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 2019) (the " <b>Fixed 3-year Term</b> ").	3,249,454,038 (95.217345%)	163,216,253 (4.782655%)
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 Prof. Edward K.Y. Chen as an Independent Non-executive Director of the Company for the Fixed 3-year Term.	3,163,415,633 (92.696280%)	249,251,658 (7.303720%)
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 Mrs. Margaret Leung Ko May Yee as an Independent Non-executive Director of the Company for the Fixed 3-year Term.	2,459,790,190 (72.078167%)	952,880,101 (27.921833%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.(iv)	To re-elect Mr. Philip Fan Yan Hok as an Independent Non-executive Director of the Company for the Fixed 3-year Term.	3,264,194,443 (95.649277%)	148,475,848 (4.350723%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.(v)	To re-elect Ms. Madeleine Lee Suh Shin as an Independent Non-executive Director of the Company for the Fixed 3-year Term.	3,383,515,086 (99.145678%)	29,155,205 (0.854322%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.(vi)	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 2017).	2,204,475,293 (64.596785%)	1,208,194,998 (35.403215%)
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.	3,384,831,108 (99.212365%)	26,871,764 (0.787635%)
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.	3,405,091,509 (99.782263%)	7,430,338 (0.217737%)
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
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.	2,290,246,786 (67.112657%)	1,122,294,005 (32.887343%)
	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 issued Shares in the Company not exceeding 10% of the Company's issued share capital, as described in the AGM Notice.	3,411,001,124 (99.998872%)	38,460 (0.001128%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
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.	2,301,627,157 (67.446143%)	1,110,913,634 (32.553857%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

#### **ADJOURNMENT OF AGM TO CONSIDER RESOLUTION FOR REDUCTION OF SHARE PREMIUM ACCOUNT**

Resolution 10 set out in the AGM Notice (“**Resolution 10**”) is a special resolution to approve the reduction of the Company's share premium account to nil and the transfer of the credit amount arising therefrom to the Company's contributed surplus account.

It is a legal requirement in Bermuda for notice of the proposed reduction of the share premium to be published in Bermuda not less than 15 days and not more than 30 days before the effective date of the reduction. Due to an oversight by the Bermuda registered office provider of the Company, the legal notice was not published by the deadline of 20 May 2016 for the reduction to be effective.

After resolutions 1 to 9 set out in the AGM Notice were all voted on, the Chairman of the AGM proposed a resolution (the “**Adjournment Resolution**”) to adjourn the AGM to Tuesday, 28 June 2016 at 10:30 a.m., to be held at the Company's principal office at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong, to enable the legal notice to be published in Bermuda and Resolution 10 to be considered at the Adjourned AGM.

The Adjournment Resolution proposed by the Chairman was voted on by poll (scrutinized by Computershare Hong Kong Investor Services Limited, the Company's Hong Kong Branch Share Registrar) and passed as an ordinary resolution by Shareholders holding 1,950,060,118 shares voting for the Adjournment Resolution (representing 99.998368% of the shares voted in respect of the Adjournment Resolution) and Shareholders holding 31,819 shares voting against the Adjournment Resolution (representing 0.001632% of the shares voted in respect of the Adjournment Resolution).

Pursuant to the Adjournment Resolution, the AGM has been adjourned to Tuesday, 28 June 2016 at 10:30 a.m., to be held at the Company's principal office at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong, for the purpose of enabling the legal notice to be published in Bermuda and Resolution 10 from the AGM Notice to be considered at the Adjourned AGM.

### **NOTICE OF ADJOURNED AGM**

Notice of the Adjourned AGM is set out below:

**NOTICE IS HEREBY GIVEN** that the adjourned Annual General Meeting of the Company will be held at 24th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong at 10:30 a.m. on Tuesday, 28 June 2016 (the "**Adjourned AGM**") to consider and, if thought fit, pass with or without modifications the following as a Special Resolution of the Company:

**"THAT** subject to compliance by the Company with all statutory requirements under section 46(2) of the Companies Act 1981 of Bermuda (as amended from time to time), and with effect upon passing of this resolution:

- (a) the entire amount standing to the credit of the share premium account of the Company be reduced to nil (the "**Share Premium Reduction**");
- (b) the credit amount arising from the Share Premium Reduction be transferred to the contributed surplus account of the Company (the "**Contributed Surplus Account**");
- (c) the Directors of the Company be and are hereby authorised to utilize and apply any credit balance in the Contributed Surplus Account in such manner as they consider appropriate from time to time in accordance with the Bye-laws and all applicable laws (including the application of any amount to set off against accumulated losses of the Company) (the "**Authorisation**"); and

- (d) the Directors of the Company be and are hereby authorised for and on behalf of the Company to execute all such documents and to do such acts and things as they may in their discretion consider to be necessary, appropriate, desirable or expedient in connection with the implementation of and/or giving effect to the foregoing in respect of the Share Premium Reduction, the transfer of the credit arising therefrom to the Contributed Surplus Account and the Authorisation.”

## **PROXY FORMS**

The Form of Proxy enclosed with the Company’s circular dated 29 April 2016 containing the AGM Notice can be used in respect of Resolution 10 to be considered at the Adjourned AGM. The Form of Proxy is also published on the website of the Stock Exchange and can be downloaded from the Company’s website (<http://www.firstpacific.com>). The Form of Proxy will also be sent again, together with a copy of this announcement incorporating the Notice of Adjourned AGM, to those Shareholders who have not elected (or been deemed to have elected) to receive corporate communications by publication on the Company’s website.

Forms of Proxy in respect of Resolution 10 submitted by Shareholders for the AGM will remain valid for the Adjourned AGM, unless Shareholders (i) elect to lodge a new Form of Proxy for use at the Adjourned AGM, in accordance with the instructions contained in the Form of Proxy, not later than 48 hours before the time appointed for holding the Adjourned AGM or (ii) elect to attend in person, and vote at, the Adjourned AGM. Completion and return of a new Form of Proxy will revoke any Form(s) of Proxy previously submitted in respect of that resolution.

Shareholders who did not submit a Form of Proxy for the AGM and who now wish to do so in respect of Resolution 10 to be considered at the Adjourned AGM should lodge their Form of Proxy with the Company in accordance with the instructions contained in the Form of Proxy, not later than 48 hours before the time appointed for holding the Adjourned AGM.

Shareholders are reminded that completion and return of the Form of Proxy will not preclude Shareholders from attending or voting at the Adjourned AGM, or any further adjournment thereof (as the case may be), should they so wish.

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

Hong Kong, 6 June 2016

*Principal Office:*

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

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

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  
Madeleine Lee Suh Shin