



# 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 Jasmine-Peacock Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 10:30 a.m. on Wednesday, 19 October 2016 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 28 September 2016 (“SGM Notice”).**

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 resolution set out or described in the SGM Notice <sup>4</sup>.

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 resolution as described in the SGM Notice.

ORDINARY RESOLUTION	FOR	AGAINST
(a) To approve, confirm and ratify the entering into of the implementation agreement dated 6 September 2016 by and among PT Indofood Sukses Makmur Tbk, China Minzhong Holdings Limited and Marvellous Glory Holdings Limited (the “ <b>Implementation Agreement</b> ”) and the transactions contemplated thereunder; and  (b) To authorize any one or more directors of the Company to do all such acts and things and execute all such documents, instruments and agreements for and on behalf of the Company as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to the Implementation Agreement and the transactions contemplated thereunder.		

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

Date: \_\_\_\_\_ 2016

**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. **IMPORTANT: IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY.**
- 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 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 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.
- Any alterations made in this Form of Proxy must be initialled by the person who signs it.
- Completion and delivery of this 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 the resolution 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.