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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: www.firstpacific.com

(Stock Code: 00142)

GRANT OF SHARE OPTIONS UNDER SHARE OPTION SCHEME GRANT OF AWARDS UNDER SHARE AWARD SCHEME AND RESCISSION AND CANCELLATION OF SHARE OPTIONS

GRANT OF SHARE OPTIONS UNDER SHARE OPTION SCHEME

The Board announces that on 8 April 2019, the Company offered to grant a total of 15,355,459 Share Options to selected participants, representing approximately 0.354% of the existing issued share capital of the Company or approximately 0.352% of the Enlarged Share Capital (as defined below). The grant of the Share Options will be subject to acceptance by the grantees.

GRANT OF AWARDS UNDER SHARE AWARD SCHEME

On 8 April 2019, the Board has resolved to grant the following awards under the Company's Share Award Scheme:

- (1) Subscription Awards in respect of a total of 3,167,096 Shares to six (6) grantees, by way of issue of new Shares pursuant to the general mandate granted by the shareholders of the Company at the annual general meeting held on 5 June 2018; and
- (2) Purchase Awards in respect of a total of 12,083,532 Shares to eight (8) grantees, by way of purchase of existing Shares on the Stock Exchange.

The aggregate number of Shares awarded pursuant to the Subscription Awards and Purchase Awards is 15,250,628 Shares, representing approximately 0.351% of the Company's existing issued share capital and approximately 0.351% of the Company's enlarged share capital after the allotment pursuant to the Subscription Awards (but before any exercise of outstanding share options).

RESCISSION AND CANCELLATION OF SHARE OPTIONS

The Board has also approved the Remuneration Committee's recommendation to rescind and cancel 113,123,034 share options granted by the Company to the Directors and senior executives of the Company during the period from March 2013 to July 2014, at exercise prices ranging from HK\$10.2299 to HK\$10.2729, representing approximately 2.605% of the Company's existing issued share capital.

GRANT OF SHARE OPTIONS UNDER SHARE OPTION SCHEME

The board of directors (the "**Board**") of First Pacific Company Limited (the "**Company**") announces that on 8 April 2019, the Remuneration Committee of the Board (the "**Remuneration Committee**") approved offers to grant a total of 15,355,459 share options (the "**Share Options**") to selected participants (including two (2) directors of the Company and certain senior executives of the Company), subject to acceptance by the relevant selected participants, to subscribe for a total of 15,355,459 ordinary shares of US\$0.01 each in the capital of the Company (the "**Shares**"), representing approximately 0.354% of the existing issued share capital of the Company or approximately 0.352% of the enlarged share capital assuming the exercise in full of all the Share Options and all other outstanding share options, but excluding those share options to be cancelled and before the allotment pursuant to the Subscription Awards (the "**Enlarged Share Capital**"). The Share Options are granted pursuant to the Share Option Scheme adopted by the Company on 31 May 2012 (the "**Share Option Scheme**"). Details of such offer of Share Options are as follows:

Date of Grant: 8 April 2019

Exercise price of Share Options granted: The exercise price is HK\$2.87 per Share and is not less than the highest of:

- (i) the closing price of HK\$2.86 per Share as stated in the daily quotation sheets of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on the date of grant;
- (ii) the average closing price of HK\$2.87 per Share as stated in the daily quotations sheets of the Stock Exchange for the five (5) business days immediately preceding the date of grant; and
- (iii) the nominal value of US\$0.01 per Share.

Number of Share Options granted:	15,355,459 Share Options (each Share Option shall entitle the holder thereof to subscribe for one Share)
Validity period of the Share Options:	From 8 April 2019 to 8 April 2025
Vesting dates of the Share Options:	The Share Options granted will vest in the respective proportions and on the respective dates specified in the offer letters. If vesting conditions are not met, the unvested Share Options granted to the relevant grantee would lapse.

Among the total of 15,355,459 Share Options to be granted, 7,656,000 Share Options were offered to the directors and chief executive of the Company as follows:

Name of Director	Position	No. of Share Options offered
Benny S. Santoso	Non-executive Director	3,828,000
Madeleine Lee Suh Shin	Independent Non-executive Director	3,828,000

The above offer of Share Options has been approved by the Company's Remuneration Committee, the Board and the independent non-executive directors of the Company in accordance with Rule 17.04(1) of the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**").

Save as disclosed above, none of the other grantees of the Share Options are the directors, chief executive or substantial shareholders of the Company, nor an associate (as defined under the Listing Rules) of any of them.

GRANT OF AWARDS UNDER SHARE AWARD SCHEME

Reference is made to the announcement of the Company dated 19 March 2013 in relation to, among others, the adoption of the share award scheme (the "**Share Award Scheme**"). Pursuant to the terms of the Share Award Scheme, the independent trustee of the Share Award Scheme (the "**Trustee**") will, at the discretion of the Board (and depending on the form of the award made), either (i) reallocate unvested Shares issued to the Trustee in relation to the subscription awards previously granted to an employee who has subsequently resigned (the "**Returned Shares**"); (ii) subscribe for new Shares to be issued by the Company at the relevant benchmarked price as stipulated in the Listing Rules (collectively, the "**Subscription Awards**"); or (iii) purchase existing Shares on the Stock Exchange (the "**Purchase Awards**"), in each case, at the cost of the Company.

Subscription Awards

On 8 April 2019, the Board has resolved to grant Subscription Awards in respect of a total of 3,167,096 Shares to six (6) grantees, by way of reallocation of Returned Shares and issue of new Shares pursuant to the general mandate granted by the shareholders of the Company at the annual general meeting held on 5 June 2018, under which the maximum number of Shares that can be issued and allotted are 434,198,696 Shares (except for the Shares to be issued as mentioned in this announcement, and at the date of this announcement, no new Share has been issued or allotted under the aforesaid general mandate).

In accordance with the terms of the Share Award Scheme, the Board shall reallocate 223,020 Returned Shares for the Subscription Awards and shall pay the subscription money for the remaining 2,944,076 new Shares (the “**New Shares**”) from the Company’s internal resources to the Trustee. The Trustee shall then subscribe for the New Shares in cash. The Trustee will hold the Shares on trust for the grantees of the awards, until the Shares become vested. The Shares granted will vest in the respective proportions and on the respective dates specified in the offer letters. Vested Shares will be transferred to the grantees at no cost.

Details of the grant of Subscription Awards are as follows:

Date of grant:	8 April 2019
Securities involved:	3,167,096 Shares (of which 223,020 Shares will be Returned Shares and 2,944,076 New Shares will be issued to the Trustee)
Aggregate nominal value:	US\$29,440.76 (based on the nominal value of US\$0.01 per Share)
Issue price (net):	HK\$2.87 per Share, which has been determined by reference to the prevailing market price per Share and represents the higher of: <ul style="list-style-type: none">(i) the closing price of HK\$2.86 per Share on the date of grant; and(ii) the average closing price of HK\$2.87 in respect of the five (5) trading days immediately prior to 8 April 2019, being the earlier of (a) the date of this announcement; (b) the date of grant; and (c) the date on which the issue price is fixed.

Funds to be raised:	No funds will be raised by the Company as a result of the issue and allotment of the New Shares pursuant to the Subscription Awards. HK\$8,449,498.12 being the aggregate subscription price, will be paid out of the internal resources of the Company to the Trustee to subscribe for 2,944,076 New Shares.
Reasons for the issue:	To provide the grantees with the opportunity to acquire proprietary interests in the Company and to enable the Company and its subsidiaries (the “ Group ”) to (i) recognise and acknowledge the contributions that the grantees have made or may make to the Group (whether directly or indirectly); (ii) attract and retain and appropriately remunerate the best possible quality of employees; (iii) motivate the grantees to optimise their performance and efficiency for the benefit of the Group; and (iv) enhance the Group’s business, employee and other relations.
Identity of the allottee(s):	There will only be one allottee of the New Shares to be issued in respect of the Subscription Awards, being the Trustee (BOCI-Prudential Trustee Limited), which will hold the 2,944,076 New Shares on trust in accordance with the terms of the Share Award Scheme for the grantees. The Trustee serves as the independent trustee of the Share Award Scheme. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Trustee and its ultimate beneficial owners, if any, are otherwise third parties independent of the Company and are not connected persons (as defined under the Listing Rules) of the Company. None of the grantees of the Subscription Awards are the directors, chief executive or substantial shareholders of the Company, nor an associate (as defined under the Listing Rules) of any of them.
Market price of the Shares:	HK\$2.86 per Share, being the closing price as at 8 April 2019.
Fund raising activities in the past 12 months:	The Company has not conducted any equity fund raising activities in the 12 months immediately preceding the date of this announcement.

Status of the Shares: The New Shares, when issued and fully paid, will rank pari passu in all respects with the Shares in issue (except that the rules of the Share Award Scheme provide that the Trustee shall not exercise the voting rights in respect of the Shares held by it on trust), with the right to receive all dividends and other distributions declared, made or paid on or after the date of allotment.

The New Shares to be issued and allotted by the Company to the Trustee pursuant to the Subscription Awards represent approximately 0.068% of the Company's existing issued share capital and approximately 0.068% of the Company's enlarged share capital after the allotment pursuant to the Subscription Awards (but before any exercise of outstanding share options).

Application will be made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the 2,944,076 awarded New Shares. Apart from the requirement to obtain listing permission in respect of the awarded New Shares, the grant of the Subscription Awards is not subject to any other conditions.

Purchase Awards

On 8 April 2019, the Board has resolved to grant Purchase Awards in respect of a total of 12,083,532 Shares to eight (8) grantees, by way of purchase of existing Shares on the Stock Exchange, representing approximately 0.278% of the Company's existing issued share capital and approximately 0.278% of the Company's enlarged share capital after the allotment pursuant to the Subscription Awards (but before any exercise of outstanding share options).

In accordance with the Share Award Scheme, the Board shall pay the purchase money for the 12,083,532 Shares from the Company's internal resources to the Trustee. The Trustee shall purchase the Shares on the Stock Exchange at the prevailing market price. The Trustee will hold the Shares on trust for the grantees of the awards, until the Shares become vested. The Shares will vest in accordance with the respective vesting schedules stated in the relevant offer letters. Vested Shares will be transferred to the grantees at no cost.

Among the total 12,083,532 Shares to be granted pursuant to the Purchase Awards, 8,658,849 Shares were offered to the directors and chief executive of the Company as follows:

Name of Director	Position	No. of Shares granted
Christopher H. Young	Executive Director	4,830,849
Ambassador Albert F. del Rosario	Non-executive Director	957,000
Prof. Edward K.Y. Chen	Independent Non-executive Director	957,000
Margaret Leung Ko May Yee	Independent Non-executive Director	957,000
Philip Fan Yan Hok	Independent Non-executive Director	957,000

Save as disclosed above, none of the grantees of the Purchase Awards are the directors, chief executive or substantial shareholders of the Company, nor an associate (as defined under the Listing Rules) of any of them.

The aggregate number of Shares awarded pursuant to the Subscription Awards and Purchase Awards is 15,250,628 Shares, representing approximately 0.351% of the Company's existing issued share capital and approximately 0.351% of the Company's enlarged share capital after the allotment pursuant to the Subscription Awards (but before any exercise of outstanding share options).

RESCISSION AND CANCELLATION OF SHARE OPTIONS

The Board has also approved the Remuneration Committee's recommendation to rescind and cancel 113,123,034 share options granted by the Company to the Directors and senior executives of the Company during the period from March 2013 to July 2014, at the exercise prices ranging from HK\$10.2299 to HK\$10.2729, representing approximately 2.605% of the Company's existing issued share capital. The Board has concluded that those share options no longer serve the purpose of providing meaningful incentives to employees, having regard to the current share price.

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

Hong Kong, 8 April 2019

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

Executive Directors:

Manuel V. Pangilinan, *Managing Director and Chief Executive Officer*
Christopher H. Young, *Chief Financial Officer*

Non-executive Directors:

Anthoni Salim, *Chairman*
Benny S. Santoso
Tedy Djuhar
Ambassador Albert F. del Rosario

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