

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)

FORM OF PROXY

Form of Proxy for use at the ANNUAL GENERAL MEETING (“AGM”) of First Pacific Company Limited (the “Company”) to be held at The Jasmine-Peacock Room, 1st Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong at 2:30 p.m. on Friday, 21 June 2019 and at any adjournment thereof. Capitalised terms used in Form of Proxy which are not defined herein shall have the respective meanings given to them in the Notice convening the AGM dated 30 April 2019 (“AGM Notice”).

I/We, ¹ _____ (and) _____
of _____
being the registered holder(s) of ² _____ ordinary shares of US\$0.01 each in the capital of the Company, HEREBY APPOINT the
Chairman of the AGM or ³ _____
of _____

as my/our proxy to attend and vote for me/us at the AGM (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out or described in the AGM Notice ⁴.

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 resolutions as described in the AGM Notice.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive and adopt the Audited Accounts and the Reports of the Directors and Independent Auditor for the year ended 31 December 2018.		
2.	To declare a final cash distribution of HK\$5.5 cents (US\$0.71 cents) per ordinary share for the year ended 31 December 2018.		
3.	To re-appoint Ernst & Young as Independent Auditor of the Company and to authorise the Board or the Audit and Risk Management Committee to fix their remuneration.		
4.	(i) To re-elect Mr. Manuel V. Pangilinan as the Managing Director and Chief Executive Officer 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 2022) (the “Fixed 3-year Term”).		
	(ii) To re-elect Prof. Edward K.Y. Chen as an Independent Non-executive Director of the Company for the Fixed 3-year Term.		
	(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.		
	(iv) To re-elect Ms. Madeleine Lee Suh Shin as an Independent Non-executive Director of the Company for a fixed term of approximately two 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 second year following the year of her re-election (being 2021).		
	(v) 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 2020).		
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\$7,000 (equivalent to approximately HK\$54,600) for each meeting of the Board (which he or she attends in person or by telephone conference call) and each general meeting of Shareholders (which he or she attends in person); and the sum of US\$6,000 (equivalent to approximately HK\$46,800) for each meeting of the Board Committees (which he or she attends in person or by telephone conference call).		
6.	To authorise the Board to appoint additional Directors as an addition to the Board.		
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 total number of shares in issue and at a discount of not more than 10% to the Benchmarked Price, as described in the AGM Notice.		
8.	To grant a general mandate to the Directors to repurchase issued Shares in the Company not exceeding 10% of the Company’s total number of shares in issue, as described in the AGM Notice.		

Signature: _____

Date: _____ 2019

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 AGM is appointed, strike out “the Chairman of the AGM 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 AGM WILL ACT AS YOUR PROXY.**
- A proxy need not be a member of the Company but must attend the AGM 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 Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM 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 AGM if you so wish.
- The Chairman will demand a poll for each of the resolutions submitted for determination at the AGM. 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/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 AGM.