

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



FIRST PACIFIC COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

**POSSIBLE VOLUNTARY OFFER BY
THE BANK OF EAST ASIA, LIMITED
TO ACQUIRE THE ENTIRE ISSUED SHARE CAPITAL OF
FPB BANK HOLDING COMPANY LIMITED
IRREVOCABLE UNDERTAKING TO ACCEPT THE OFFER
IN RESPECT OF 75 PER CENT OF THE ISSUED SHARE CAPITAL OF
FPB BANK HOLDING COMPANY LIMITED**

CONNECTED TRANSACTION

Financial adviser to First Pacific Company Limited



Independent financial adviser to the board of directors in relation to the connected transaction



N M ROTHSCHILD & SONS

The Board of Directors of First Pacific Company Limited ("First Pacific") announces that a circular will be despatched on 27 November, 2000 to the shareholders of First Pacific convening a Special General Meeting to be held on Wednesday, 13 December, 2000 at 10:00 a.m., to consider and, if thought fit, approve the Sale and Purchase Agreement and the Escrow Agreement referred to in First Pacific's announcement dated 20 November, 2000.

WARNING: As the making of the Offer is subject to satisfaction or waiver of the Pre-Conditions, and therefore the Offer may or may not be made, First Pacific shareholders and investors generally should exercise caution when buying or selling shares of First Pacific.

First Pacific refers to its announcement dated 20 November, 2000 (the "Announcement"), relating to the possible voluntary cash offer by The Bank of East Asia, Limited ("BEA") to acquire the entire issued share capital of FPB Bank Holding Company Limited ("FPB Holdings"). The terms used in this announcement shall have the same meanings as defined in the Announcement.

As referred to in the Announcement, First Pacific owns approximately 80.88 per cent of the issued share capital of FPMF Limited ("FPMF"), which in turn owns 51 per cent of the issued share capital of FPB Holdings. Mimet Fotic Investment Limited ("MFIL") owns the balance of approximately 19.12 per cent of the issued share capital of FPMF and a direct interest of 24 per cent in FPB Holdings.

Also as described in the Announcement, First Pacific, FPMF and First Pacific Bancshares Holdings Limited ("FP Bancshares", a subsidiary of First Pacific) have entered into a Sale and Purchase Agreement with MFIL for the purchase by FPMF of shares representing 24 per cent of FPB Holdings and the purchase by FP Bancshares of shares representing approximately 19.12 per cent of FPMF. The Sale and Purchase Agreement has been entered into solely in order to facilitate the sale to BEA of shares representing 75 per cent of FPB Holdings, pursuant to the Irrevocable Undertaking entered into between First Pacific, FPMF and BEA on the same date. These shares are to include the 51 per cent shareholding in FPB Holdings currently held by FPMF and the 24 per cent shareholding currently held by MFIL and to be acquired by FPMF from MFIL under the Sale and Purchase Agreement. The Escrow Agreement has been entered into in order to facilitate closing of the Sale and Purchase Agreement and the Irrevocable Undertaking.

As a substantial shareholder of both FPMF and FPB Holdings, MFIL is a connected person of First Pacific and, accordingly, the execution and performance of the Sale and Purchase Agreement and the Escrow Agreement constitute a connected transaction for First Pacific under the Listing Rules.

A circular will be despatched to shareholders of First Pacific on 27 November, 2000. The circular contains, among other things, the advice of N M Rothschild & Sons, the independent financial advisor appointed to advise the board of directors of First Pacific in relation to the connected transaction constituted by the Sale and Purchase Agreement and the Escrow Agreement, and a notice convening a Special General Meeting of First Pacific's shareholders to consider and, if thought fit, approve the connected transaction. The Special General Meeting is convened to be held at The Washington Room, The American Club, 47th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong SAR on Wednesday, 13 December, 2000 at 10:00 a.m.

WARNING: As the making of the Offer is subject to satisfaction or waiver of the Pre-Conditions, and therefore the Offer may or may not be made, First Pacific shareholders and investors generally should exercise caution when buying or selling shares of First Pacific.

By Order of the Board
Ronald A. Brown
Executive Director and Company Secretary

Hong Kong, 25 November, 2000

The directors of First Pacific jointly and severally accept full responsibility for the accuracy of the information contained in this Announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Announcement have been arrived at after due and careful consideration and there are no other facts not contained in this Announcement the omission of which would make any statement in this Announcement misleading.

Please also refer to the published version of this announcement in the South China Morning Post and Hong Kong Economic Journal.