

# 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 SPECIAL GENERAL MEETING (“SGM”) of First Pacific Company Limited (the “Company”) to be held at Statue Square and Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 3:00 p.m. on Friday, 15 November 2019 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 31 October 2019 (“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
(1)	<p><b>THAT:</b></p> <p>(a) the share subscription agreement dated 14 October 2019 (the “Share Subscription Agreement”) between Metro Pacific Hospital Holdings, Inc. (“MPHHI”) and an investment vehicle (the “Investor”) established by KKR &amp; Co. Inc. pursuant to which the Investor has agreed to subscribe P5.2 billion (approximately US\$100.2 million or HK\$781.7 million) for a total of 41,366,178 new common shares in MPHHI (the “MPHHI Subscription Shares”) representing a subscription price of P125.44 (approximately US\$2.4 or HK\$18.9) per MPHHI Subscription Share and approximately 6.25% of the aggregate par value of MPHHI, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the exchangeable bond subscription agreement dated 14 October 2019 (the “Exchangeable Bond Subscription Agreement”) between Metro Pacific Investments Corporation (“MPIC”) and the Investor pursuant to which the Investor has agreed to subscribe P30.1 billion (approximately US\$580.1 million or HK\$4.5 billion) for a bond to be issued by MPIC on closing under the Exchangeable Bond Subscription Agreement which is mandatorily exchangeable for 239,932,962 common shares in MPHHI (the “MPHHI Shares”) held by MPIC, representing a subscription price of P125.44 (approximately US\$2.4 or HK\$18.9) per MPHHI Share and approximately 36.29% of the enlarged issued common share capital of MPHHI on closing of the subscription for new common shares in MPHHI under the Share Subscription Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(c) the board of directors of the Company be and is hereby authorised on behalf of the Company to approve and implement the Transaction (collectively, the transactions described in the Company’s circular dated 31 October 2019 including those contemplated by the Share Subscription Agreement and Exchangeable Bond Subscription Agreement) and to take all actions in connection therewith as the board of directors of the Company shall think necessary or desirable (including, without limiting the generality of the foregoing, (i) approving the execution and delivery of any instruments and agreements and the issue of any documents for and on behalf of the Company in connection with or for the purpose of giving effect to the Transaction; and (ii) the exercise of any and all powers of the Company and the doing of any and all acts as the board of directors of the Company may consider necessary, desirable or expedient to give effect to, or otherwise in connection with, the Transaction).</p>		

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 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 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 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. 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.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the SGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company or the Company’s Hong Kong branch share registrar at the above address.