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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](http://www.firstpacific.com)

(Stock Code: 00142)

## **SPECIAL GENERAL MEETING HELD ON 15 NOVEMBER 2019 POLL RESULTS**

Reference is made to the notice of a special general meeting (the “**SGM Notice**”) of First Pacific Company Limited (the “**Company**”) and the circular of the Company (the “**Circular**”) both dated 31 October 2019. Unless otherwise defined in this announcement or the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

At the Company’s special general meeting held at Statue Square and Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 15 November 2019 at 3:00 p.m. (the “**SGM**”), a poll was demanded by the Chairman of the SGM for voting on the ordinary resolution to approve the transactions described in the Circular including those contemplated by the Share Subscription Agreement and the Exchangeable Bond Subscription Agreement, as set out in the SGM Notice.

The resolution set out in the SGM Notice was voted on by poll and was duly passed by the shareholders of the Company (the “**Shareholders**”) as an ordinary resolution. Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong Branch Share Registrar, acted as the scrutineer for the vote-taking at the SGM. The poll results in respect of the ordinary resolution was as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	<p><b>THAT:</b></p> <p>(a) the share subscription agreement dated 14 October 2019 (the “<b>Share Subscription Agreement</b>”) between Metro Pacific Hospital Holdings, Inc. (“<b>MPHHI</b>”) and an investment vehicle (the “<b>Investor</b>”) established by KKR &amp; Co. Inc. pursuant to which the Investor has agreed to subscribe ₱5.2 billion (approximately US\$100.2 million or HK\$781.7 million) for a total of 41,366,178 new common shares in MPHHI (the “<b>MPHHI Subscription Shares</b>”) representing a subscription price of ₱125.44 (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 “<b>Exchangeable Bond Subscription Agreement</b>”) between Metro Pacific Investments Corporation (“<b>MPIC</b>”) and the Investor pursuant to which the Investor has agreed to subscribe ₱30.1 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 “<b>MPHHI Shares</b>”) held by MPIC, representing a subscription price of ₱125.44 (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>3,419,541,448 99.401798%</p>	<p>20,578,866 0.598202%</p>

Ordinary Resolution		Number of Votes (%)	
		For	Against
	(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 the 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).		
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

As at the date of the SGM, the total issued share capital of the Company was US\$43,449,310.44 divided into 4,344,931,044 ordinary shares of US\$0.01 each in the capital of the Company. Under the Listing Rules and as disclosed in the Circular, no Shareholder and his/her/its close associates have a material interest in the matter which is the subject of the resolution before the SGM is required to abstain from voting on the resolution at the SGM. No Shareholder was required to abstain from voting on the resolution proposed at the SGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolution at the SGM as set out in Rule 13.40 of the Listing Rules. No Shareholders have stated in the Circular their intention to vote against or to abstain from voting on the resolution at the SGM. Accordingly, the total number of shares entitling the Shareholders to attend and vote for or against the resolution proposed at the SGM were 3,440,120,314 ordinary shares, representing approximately 79.18% of the total issued share capital of the Company as at the date of the SGM.

As at the date of the SGM, Mr. Anthoni Salim, the Chairman of the Company, and companies controlled by him were beneficially interested in 1,925,474,957 shares in the Company, representing approximately 44.32% of the Company's issued share capital. In accordance with their voting undertakings given in favour of the Company as disclosed in the Circular, Mr. Salim and those companies controlled by him had voted those shares in favour of the resolution to approve the Transaction at the SGM. As at the date of the SGM, Mr. Manuel V. Pangilinan, the Managing Director and Chief Executive Officer of the Company, was beneficially interested in 70,493,078 shares in the Company representing approximately 1.62% of the Company's issued share capital. In accordance with his voting undertaking given in favour of the Company as disclosed in the Circular, Mr. Pangilinan had voted those shares in favour of the resolution to approve the Transaction at the SGM.

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

Hong Kong, 15 November 2019

As at the date of this announcement, the Board of Directors 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

***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