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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)

SPECIAL GENERAL MEETING HELD ON 16 DECEMBER 2019

POLL RESULTS

The Board announces that the SGM was held on 16 December 2019 and all the resolutions set out in the SGM Notice were duly passed by the Independent Shareholders by way of poll at the SGM.

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 29 November 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 Pheasant-Stork Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Monday, 16 December 2019 at 3:00 p.m. (the “**SGM**”), a poll was demanded by the Chairman of the SGM for voting on the ordinary resolutions to approve the 2020-2022 Noodles Business Transactions, the 2020-2022 Plantations Business Transactions, the 2020-2022 Distribution Business Transactions and the 2020-2022 Flour Business Transactions and their respective Annual Caps, as set out in the SGM Notice.

The resolutions set out in the SGM Notice were voted on by poll and were all duly passed by the Independent Shareholders as ordinary resolutions. 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 resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2020, 2021 and 2022 (as applicable) relating to the noodles business carried on by PT Indofood Sukses Makmur Tbk (“ Indofood ”) and its subsidiaries, as described in Table A on pages 10 to 12 of the “Letter from the Board” section of the circular of the Company dated 29 November 2019 (the “ Circular ”), be and are hereby approved and any director of the Company be and is hereby authorized to do all such further acts and things and execute and/or approve all such further documents which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions;	944,058,688 65.138171%	505,258,469 34.861829%
As more than 50% of the votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution.			
2.	THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2020, 2021 and 2022 (as applicable) relating to the plantations business carried on by Indofood and its subsidiaries, as described in Table B on pages 20 to 21 of the “Letter from the Board” section of the Circular, be and are hereby approved and any director of the Company be and is hereby authorised to do all such further acts and things and execute and/or approve all such further documents which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions;	943,603,316 65.126997%	505,263,288 34.873003%
As more than 50% of the votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2020, 2021 and 2022 (as applicable) relating to the distribution business carried on by Indofood and its subsidiaries, as described in Table C on page 36 of the “Letter from the Board” section of the Circular, be and are hereby approved and any director of the Company be and is hereby authorised to do all such further acts and things and execute and/or approve all such further documents which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions; and	943,616,662 65.126989%	505,270,623 34.873011%
As more than 50% of the votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution.			
4.	THAT each of the continuing connected transactions and the related new annual caps for each of the years ending 31 December 2020, 2021 and 2022 (as applicable) relating to the flour business carried on by Indofood and its subsidiaries, as described in Table D on page 54 of the “Letter from the Board” section of the Circular, be and are hereby approved and any director of the Company be and is hereby authorised to do all such further acts and things and execute and/or approve all such further documents which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions.	943,624,798 65.127550%	505,262,487 34.872450%
As more than 50% of the votes were cast in favour of the resolution, this resolution was duly passed as an ordinary resolution.			

As at the date of the SGM, the total number of issued shares of the Company was 4,344,931,044 shares. As disclosed on page 73 of the Circular, Salerni International Limited, First Pacific Investments Limited and First Pacific Investments (B.V.I.) Limited, all being associates of Mr. Salim and which in aggregate held 1,925,474,957 shares of the Company, representing approximately 44.32% of the issued shares of the Company as at the date of the SGM, have abstained from voting at the SGM on all of the aforementioned resolutions at the SGM. In addition, Mr. Benny Santoso, a non-executive Director, who is deemed to have a material interest in the 2020-2022 Plantations Business Transactions, the 2020-2022 Distribution Business Transactions and the 2020-2022 Flour Business Transactions and who holds 446,535 shares of the Company (representing approximately 0.01% of the issued shares of the Company as at the date of the SGM), has abstained from voting on resolutions no. 2 to 4 at the SGM.

Accordingly, the total number of issued shares entitling the Independent Shareholders to attend and vote for or against the proposed resolution no. 1 at the SGM was 2,419,456,087 (representing approximately 55.68% of the issued shares of the Company as at the date of the SGM) and the total number of issued shares entitling the Independent Shareholders to attend and vote for or against the proposed resolutions no. 2 to 4 at the SGM was 2,419,009,552 (representing approximately 55.67% of the issued shares of the Company as at the date of the SGM).

Except as disclosed above, none of the other Shareholders was required under the Listing Rules to abstain from voting at the SGM and there were no shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolutions at the SGM. No Shareholder had indicated in the Circular that they intended to vote against or to abstain from voting on the ordinary resolutions at the SGM.

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

Hong Kong, 16 December 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