

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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

第一太平洋有限公司

(Incorporated with limited liability under the laws of Bermuda)

Website: www.firstpacific.com

(Stock Code: 00142)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of First Pacific Company Limited (the “**Company**”) will be held at Jasmine to Stork Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 10:00 a.m. on Friday, 17 July 2020 for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the acquisition by PT Indofood CBP Sukses Makmur Tbk (“**ICBP**”) (a subsidiary of the Company) of the entire issued share capital of Pinehill Company Limited from Pinehill Corpora Limited and Steele Lake Limited for an aggregate consideration of US\$2,998 million (equivalent to approximately HK\$23.4 billion) (subject to adjustment) (the “**Proposed Acquisition**”), be and are hereby approved, confirmed and ratified; and

- (b) that the board of directors of the Company (the “**Board**”) be and is hereby authorized to arrange for the execution of such documents in such manner as the Board may consider necessary or desirable and to do, or authorize the Company and/or any subsidiary(ies) to do, whatever acts and things the Board may consider necessary or desirable or expedient for the purpose of, or in connection with, the implementation of the Proposed Acquisition and/or any matter related thereto and to make or agree, or authorize the Company and/or any subsidiary(ies) to make or agree, such amendments or variations thereto, and to grant, or authorize the Company and/or any subsidiary(ies) to grant, any waivers of any conditions precedent or other provisions of such documents as the Board in their discretion consider to be desirable and in the interests of the Company.

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

Hong Kong, 23 June 2020

Principal Office:

24th Floor
Two Exchange Square
8 Connaught Place
Central
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Explanatory Notes to the SGM Notice:

1. For the purpose of determining the identity of the Company’s Shareholders who are entitled to attend and vote at the SGM, the Company’s Register of Members will be closed from Tuesday, 14 July 2020 to Friday, 17 July 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 13 July 2020.
2. Every member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. A form of proxy for use at the SGM is enclosed with the Company’s circular dated 23 June 2020 of which this Notice of SGM forms part. The form of proxy will also be published on the website of the Stock Exchange (www.hkexnews.hk) and can also be downloaded from the Company’s website (www.firstpacific.com).
4. Where there are joint registered holders of any Share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Share of the Company as if he were solely entitled thereto; but if more than one of such joint holders is present at the SGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

5. In order to be valid, the 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 that power of attorney or 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.
6. In light of the continuing risks posed by the COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. There will not be any serving of food or drinks nor distribution of corporate gifts at the SGM. Shareholders should check the Company's website (www.firstpacific.com) and the Stock Exchange's website (www.hkexnews.hk) for further announcements and updates on the SGM arrangements.
7. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of COVID-19, certain Director(s) of the Company may attend the SGM through video conference or similar electronic means.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time before 8:00 a.m. on the date of the SGM, the SGM will be adjourned. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and its website (www.firstpacific.com) notifying Shareholders of the date, time and place of the adjourned meeting.

The SGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they will attend the SGM under bad weather conditions bearing in mind their own situations.

9. The English text of this notice shall prevail over the Chinese text in case of any inconsistency.

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
Axton Salim

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
Blair Chilton Pickerell